



京城機電股份

JINGCHENG MAC

北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)

(在中華人民共和國註冊成立之股份有限公司)

(H Share Stock Code H 股代號：0187；A Share Stock Code A 股代號：600860)



2024

ANNUAL REPORT

年度報告

Section 1 第一節	DEFINITION 釋義	4
Section 2 第二節	COMPANY PROFILE AND KEY FINANCIAL INDICATORS 公司簡介和主要財務指標	7
Section 3 第三節	MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析	15
Section 4 第四節	CHAIRMAN'S STATEMENT 董事長報告	41
Section 5 第五節	CORPORATE GOVERNANCE 公司治理	46
Section 6 第六節	ENVIRONMENTAL AND SOCIAL RESPONSIBILITY 環境與社會責任	112
Section 7 第七節	REPORT OF THE DIRECTORS 董事會報告	121
Section 8 第八節	IMPORTANT MATTERS 重要事項	133
Section 9 第九節	CHANGES IN SHARES AND INFORMATION OF SHAREHOLDERS 股份變動及股東情況	187
Section 10 第十節	INFORMATION ABOUT PREFERENCE SHARES 優先股相關情況	203
Section 11 第十一節	CORPORATE BONDS 債券相關情況	204
Section 12 第十二節	FINANCIAL REPORT 財務報告	205
Section 13 第十三節	INTERNAL CONTROL AUDIT REPORT 內部控制審計報告	369
Section 14 第十四節	FIVE YEARS' FINANCIAL SUMMARY 五年業績摘要	380

Documents Available for Inspection	1. Original copy of the annual report, which has been signed by the chairman.
	2. Original copy of the auditors' report signed and chopped by the certified public accountant and under the seal of the accountant firm.
	3. Original copies of all documents and announcements of the Company publicly disclosed during the Reporting Period in Shanghai Securities News, the website of Shanghai Stock Exchange and the HKEXnews website of The Stock Exchange of Hong Kong Limited.
	4. The Articles of Association of the Company.
	5. The above documents are available for inspection at the office of the board of directors of the Company, situated at No.2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the People's Republic of China.

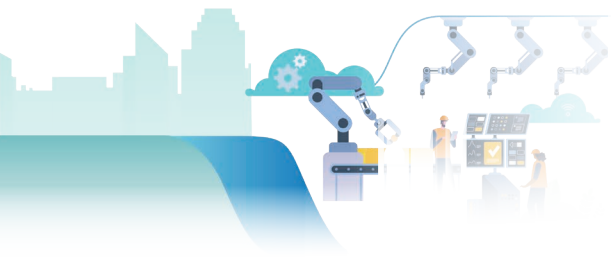
備查文件目錄	1、載有董事長親筆簽名的年度報告正本。
	2、載有會計師事務所蓋章、註冊會計師簽名並蓋章的審計報告原件。
	3、報告期內在《上海證券報》，上海交易所網站，香港聯合交易所有限公司披露易網站上公開披露過的所有公司文件的正本及公告原稿。
	4、公司章程。
	5、以上備查文件可到本公司董事會辦公室查閱，地址為中華人民共和國北京市通州區漷縣鎮漷縣南三街2號。

# Important Notes

## 重要提示



- |   |   |
|---|---|
| <p>I. The Board, the Supervisory Committee and the Directors, Supervisors and senior management of the Company guarantee that the content of this annual report is true, accurate, and complete without any false information, misleading statements or material omissions, and severally and jointly accept legal responsibility for the above.</p>  | <p>一、本公司董事會、監事會及董事、監事、高級管理人員保證本年度報告內容的真實性、準確性、完整性，不存在虛假記載、誤導性陳述或重大遺漏，並承擔個別和連帶的法律責任。</p>   |
| <p>II. All Directors of the Company have attended the meetings of the Board.</p>  | <p>二、公司全體董事出席董事會會議。</p>   |
| <p>III. WUYIGE Certified Public Accountants LLP has issued a standard auditors' report containing an unqualified opinion for the Company.</p>   | <p>三、大信會計師事務所(特殊普通合夥)為本公司出具了標準無保留意見的審計報告。</p>   |
| <p>IV. Mr. Li Junjie, the person in charge of the Company, Ms. Feng Yongmei, the person in charge of accounting work and Mr. Yang Yue, the person in charge of the accounting firm (accountant in charge), have declared that they guarantee the truthfulness, accuracy and completeness of the financial statements contained in this annual report.</p>   | <p>四、公司負責人李俊杰先生、主管會計工作負責人馮永梅女士及會計機構負責人(會計主管人員)楊月先生聲明：保證本年度報告中財務報告的真實性、準確性、完整性。</p>  |
| <p>V. Resolutions of profit distribution or capitalisation of capital reserves of the Company for the Reporting Period passed by the Board</p> <p>During the Reporting Period, as audited by WUYIGE Certified Public Accountants LLP, net profit attributable to shareholders of the listed company was RMB7,477,000 and undistributed profit at the end of the year was a loss of RMB709,876,600. As the Company recorded negative undistributed profits at the end of the year, the Company proposed not to distribute any profit and not to capitalize capital reserves for the year of 2024. Such resolutions are required to be submitted at the AGM for consideration and approval.</p> | <p>五、董事會決議通過的本報告期利潤分配預案或公積金轉增股本預案</p> <p>報告期內，經大信會計師事務所(特殊普通合夥)審計，歸屬於上市公司股東的淨利潤為人民幣747.70萬元，年末未分配利潤為虧損人民幣70,987.66萬元。由於公司年末未分配利潤為負，故2024年度公司建議不進行利潤分配，也不進行資本公積金轉增股本，該等預案尚需提交年度股東大會審議。</p> |
| <p>VI. Declaration on risk from forward-looking statements</p> <p><input checked="" type="checkbox"/> Applicable   <input type="checkbox"/> Not applicable</p> <p>Forward-looking statements such as future plans contained in this annual report do not constitute substantial undertakings of the Company to investors due to uncertainties. Investors are advised to be cautious about investment risks.</p>   | <p>六、前瞻性陳述的風險聲明</p> <p><input checked="" type="checkbox"/> 適用   <input type="checkbox"/> 不適用</p> <p>本年度報告內容中涉及未來計劃等前瞻性陳述因存在不確定性，不構成公司對投資者的實質性承諾，請各位投資者注意投資風險。</p>                         |
| <p>VII. Whether the controlling shareholders and other related parties have misappropriated the Company's funds for non-operational purpose</p> <p>No</p>   | <p>七、是否存在被控股股東及其他關聯方非經營性佔用資金情況</p> <p>否</p>   |
| <p>VIII. Whether any external guarantees are provided in violation of any specified decision-making procedures</p> <p>No</p>  | <p>八、是否存在違反規定決策程序對外提供擔保的情況</p> <p>否</p>   |
| <p>IX. Whether more than half of the directors cannot guarantee the truthfulness, accuracy and completeness of the annual report disclosed by the Company</p> <p>No</p>   | <p>九、是否存在半數以上董事無法保證公司所披露年度報告的真實性、準確性和完整性</p> <p>否</p>   |



## Important Notes

### 重要提示

#### X. Important risk warnings

- 1. Risk of intensified market competition**  
Although the overall gas storage and transportation market has been showing a steady rising trend, competition in the industry has intensified. The product market may change in the future, which will bring some uncertain factors and influences to the Company's business development. Therefore, in the future, the Company must focus on technological self-reliance, continue to improve its independent innovation capability, make scientific deployments, and make every effort to drive scientific and technological innovation. Meanwhile, the Company will also enhance its market and competition awareness, highlight the direction of professional development, expand the product application areas, expand product audience and enlarge its market share.
- 2. Risk of new business and new market development**  
Hydrogen energy and fuel cells are currently dominated by commercial vehicles in China, are mainly used in the fields of logistics, public transportation and large buses, and are still at the stage of building up momentum. Due to national and local policies and other sources of uncertainty, the Company has encountered unexpected risks in the development of new businesses and new markets. The Company will continue to drive the development of hydrogen energy business and enhance core technology to improve the core competitiveness of its products.
- 3. Risk of periodic fluctuations of the macroeconomy**  
At present, with the proactive support on intelligent manufacturing industry from national policies, it is anticipated that in the short term, there will be no change in the policy of encouraging the research and development and application of industrial robots and promoting the innovation and development of industrial robots and other industries. The market demands in reforms of traditional industrial technologies, factory automation, enterprise informatization development and other aspects will continue to grow. However, if fluctuations happen in the macroeconomic trend, resulting in the restriction of the economic development of the PRC, the demand of the downstream industries, which account for a relatively large proportion of the Company's business, will be affected by the cycle, which may in turn reduce the investment in new fixed assets, thus bringing an unstable impact on the Company's production and operation. In order to cope with this risk, the Company will pay timely attention to the macroeconomic situation, grasp the upstream and downstream development dynamics, and control the risk factors of industrial policies to the minimum in order to minimize the impact on the Company.

#### XI. Others

☐ Applicable ☒ Not applicable

#### 十、重大風險提示

- 1、市場競爭加劇風險**  
儘管氣體儲運市場整體呈現穩中有升的態勢，但行業競爭卻日益加劇。未來，產品市場可能會發生變化，給公司的經營發展帶來一定的不確定性和影響。因此，公司未來需強調科技自立自強，持續提升自主創新能力，科學部署並全力推進科技創新工作。同時，增強市場意識和競爭意識，明確專業化發展方向，拓寬產品應用領域，拓展產品受眾群體，拓廣產品市場份額。
- 2、新業務新市場開拓風險**  
目前，中國氫能及燃料電池主要應用於商用車領域，如物流、公交和大巴等，行業整體尚處於蓄勢待發階段。受國家和各地方政策等諸多不確定因素影響，公司在發展新業務、開拓新市場方面可能會遭遇不可預期的風險。為此，公司將繼續加大氫能業務發展力度，加強核心技術攻關，以提升產品核心競爭力。
- 3、宏觀經濟週期波動風險**  
當前，國家政策積極支持智能製造行業，預計短期內鼓勵工業機器人研發及應用、推動工業機器人等產業創新發展的政策不會改變。在傳統工業技術改造、工廠自動化以及企業信息化發展等方面，市場需求將持續增長。然而，若宏觀經濟走勢產生波動，導致我國經濟發展受限，則下游佔比較大的行業需求將受到週期影響，進而可能減少新增固定資產投資，對公司的生產經營帶來不穩定影響。為應對此風險，公司將及時關注宏觀經濟情況，掌握上下游發展動態，將行業政策風險因素控制在最小範圍，以減少對公司的影響。

#### 十一、其他

☐ 適用 ☒ 不適用

# Section 1 Definition

## 第一節 釋義



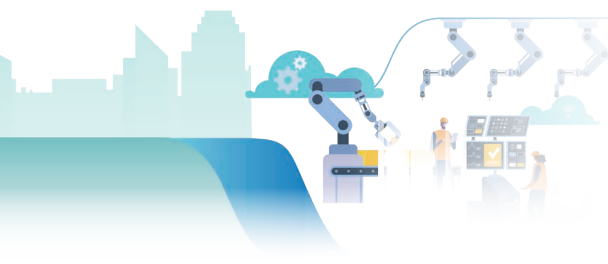
### 1. Definitions

Unless the context otherwise requires, the following terms should have the following meanings in this report:

### 一、釋義

在本報告中，除非文義另有所指，下列詞語具有如下含義：

		Definition of frequently used terms 常用詞語釋義
Company, Listed Company or JINGCHENG MAC	means	Beijing Jingcheng Machinery Electric Company Limited (北京京城機電股份有限公司), a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange and the SSE
公司、本公司、上市公司、京城股份	指	北京京城機電股份有限公司，一間於中國註冊成立之股份有限公司，其股份於聯交所主板及上交所上市
Beiren Holdings 北人股份	means 指	Beiren Printing Machinery Holdings Limited (the former name of the Company) 北人印刷機械股份有限公司(更名前本公司)
Group 本集團	means 指	the Company and its subsidiaries 本公司及其附屬公司
Jingcheng Machinery Electric or Jingcheng Holding (controlling shareholder and beneficial controller)	means	Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司), a company established in the PRC and the controlling shareholder of the Company, holding approximately 44.87% equity interest in the Company
京城機電或京城控股 (控股股東、實際控制人)	指	北京京城機電控股有限責任公司，一間於中國成立之公司，為本公司之控股股東，持有本公司約44.87%之股權
Beiren Group 北人集團	means 指	Beiren Group Corporation (北人集團公司), a company incorporated in the PRC and a subsidiary of Jingcheng Holding (the former controlling shareholder of the Company) 北人集團公司，一間於中國註冊成立之公司，京城機電之附屬子公司(原為本公司之控股股東)
Tianhai Industry or Beijing Tianhai	means	Beijing Tianhai Industry Co., Ltd. (北京天海工業有限公司), a subsidiary of the Company
天海工業或北京天海	指	北京天海工業有限公司(本公司之子公司)
BYTQ 北洋天青	means 指	Qingdao BYTQ United Digital Intelligence Co., Ltd., a subsidiary of the Company 青島北洋天青數聯智能有限公司(本公司之子公司)
Jingcheng HK	means	Jingcheng Holding (Hong Kong) Company Limited (京城控股(香港)有限公司), a subsidiary of the Company
京城香港	指	京城控股(香港)有限公司(本公司之子公司)
Tianjin Tianhai	means	Tianjin Tianhai High Pressure Container Co., Ltd, an indirect subsidiary of the Company
天津天海	指	公司孫公司天津天海高壓容器有限責任公司
Board 董事會	means 指	the board of directors of the Company 本公司董事會
Supervisory Committee 監事會	means 指	the supervisory committee of the Company 本公司監事會
AGM 年度股東大會	means 指	the 2024 Annual General Meeting to be convened 將召開的2024年度股東週年大會
Director(s) 董事	means 指	the director(s) of the Company 本公司董事
Supervisor(s) 監事	means 指	the supervisor(s) of the Company 本公司監事
Shareholder(s) 股東	means 指	the holder(s) of Shares of the Company 公司股份持有人
Connected Person 關聯人或關連人士	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Share(s) of the Company 公司股份	means 指	Unless otherwise stated, share(s) of the Company, including A share(s) and H share(s) 本公司股份，包括A股及H股，另有所指除外
Reporting Period 報告期	means 指	the period from 1 January 2024 to 31 December 2024 2024年1月1日至2024年12月31日
SSE 上交所	means 指	the Shanghai Stock Exchange 上海證券交易所
Stock Exchange 聯交所	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司



## Section 1 Definition

### 第一節 釋義

#### 1. Definitions (Continued)

#### 一、釋義(續)

##### Definition of frequently used terms 常用詞語釋義

CSRC 中國證監會	means 指	China Securities Regulatory Commission 中國證券監督管理委員會
controlling shareholder(s) 控股股東	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Listing Rules 上市規則	means 指	the Rules Governing the Listing of Stocks on the SSE and the Rules Governing the Listing of Securities on the Stock Exchange 上交所股票上市規則和聯交所證券上市規則
PRC or China	means	the People's Republic of China, which for the purpose of this annual report, shall not include Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
中國	指	中華人民共和國，而就本年度報告而言，不包括香港、中華人民共和國澳門特別行政區及台灣
PRC Accounting Standards for Business Enterprises 中國企業會計準則	means 指	PRC Accounting Standards for Business Enterprises 中國企業會計準則
RMB 人民幣	means 指	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
HK\$ 港元	means 指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
Hong Kong 香港	means 指	the Hong Kong Special Administrative Region of the People's Republic of China 中華人民共和國香港特別行政區
United States or US 美國	means 指	the United States of America 美利堅合眾國
USD 美元	means 指	United States dollars, the lawful currency of the United States 美國法定貨幣美元
DOT DOT	means 指	abbreviation of US Department of Transportation 美國交通部(US Department of Transportation)的英文縮寫
LNG LNG	means 指	abbreviation of liquefied natural gas 液化天然氣(liquefied natural gas)的英文縮寫
CNG CNG	means 指	abbreviation of compressed natural gas 壓縮天然氣(compressed natural gas)的英文縮寫
Station or filling station 加氣站	means 指	a station where automobiles are filled with LNG or CNG 將液化天然氣或壓縮天然氣給汽車加注的站
industrial gas cylinders 工業氣瓶	means 指	collective name for cylinders that are filled with industrial gas 灌裝工業氣體的鋼瓶統稱
Type III Cylinders 三型瓶	means 指	aluminum liner and carbon fiber full-winding compound gas cylinder 鋁內膽碳纖維全纏繞複合氣瓶
Type IV Cylinders 四型瓶	means 指	plastic tank full-winding compound gas cylinders, mainly used for vehicle fuel storage, for filling natural gas or hydrogen 塑料內膽纖維全纏繞複合氣瓶，主要用於車用燃料儲存、充裝天然氣或氫氣
Construction project of intelligent digital control production line for Type IV Cylinders 四型瓶智能化數控生產線建設項目	means 指	the construction project of intelligent digital control production line for Type IV Cylinders 四型瓶智能化數控生產線建設項目
Reorganisation 本次重組	means 指	the issue of shares and payment of cash to specific targets in consideration of acquiring certain equity interests in BYTQ and fund raising 向特定對象發行股份及支付現金購買北洋天青部份股權並配套募集資金的行為
Acquisition 本次收購	means 指	the proposed prior investment of Beijing Jingcheng Machinery Electric Industrial Investment Co., Ltd. in Shanghai Sunwise Energy Systems Co., Ltd. and its obtaining the control of Shanghai Sunwise Energy Systems Co., Ltd. 北京京城機械產業投資有限公司擬先行投資上海舜華新能源系統有限公司並取得控制權事項



# Section 1 Definition

## 第一節 釋義



### 1. Definitions (Continued)

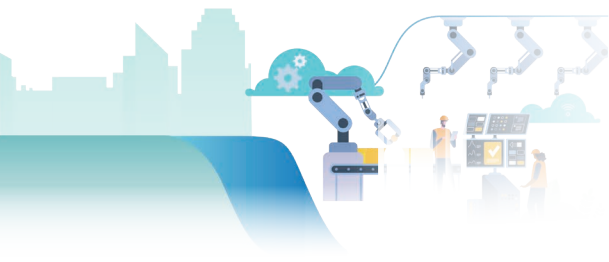
### 一、釋義(續)

#### Definition of frequently used terms 常用詞語釋義

Listed company 上市公司	means 指	Beijing Jingcheng Machinery Electric Company Limited 北京京城機電股份有限公司
Jingcheng Industrial Investment 京城產投	means 指	Beijing Jingcheng Machinery Electric Industrial Investment Co., Ltd.* (北京京城機電產業投資有限公司) 北京京城機電產業投資有限公司
Shanghai Sunwise 上海舜華	means 指	Shanghai Sunwise Energy Systems Co., Ltd.* (上海舜華新能源系統有限公司) 上海舜華新能源系統有限公司
BYJC 北一機床	means 指	Beijing Beiyi Machine Tool Co., Ltd.* (北京北一機床有限責任公司) 北京北一機床有限責任公司
Beiren Equipment 北人設備	means 指	Beijing Beiren Printing Equipment Co., Ltd.* (北京北人印刷設備有限公司) 北京北人印刷設備有限公司
Jingcheng Haitong 京城海通	means 指	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.* (北京京城海通科技文化發展有限公司) 北京京城海通科技文化發展有限公司
Asset Company 資產公司	means 指	Beijing Jingcheng Machinery Electric Assets Management Co., Ltd.* (北京京城機電資產管理有限責任公司), a wholly-owned subsidiary of Jingcheng Machinery Electric 北京京城機電資產管理有限責任公司(京城機電之全資附屬公司)
CSDC 中登公司	means 指	China Securities Depository and Clearing Corporation Limited 中國證券登記結算有限公司
Tianhai Hydrogen 天海氫能	means 指	Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.* (北京天海氫能裝備有限公司) 北京天海氫能裝備有限公司
Minghui Tianhai 明暉天海	means 指	Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.* (北京明暉天海氣體儲運裝備銷售有限公司) 北京明暉天海氣體儲運裝備銷售有限公司
Tianhai Cryogenic 天海低溫	means 指	Beijing Tianhai Cryogenic Equipment Co., Ltd.* (北京天海低溫設備有限公司) 北京天海低溫設備有限公司
Tianjin Tianhai 天津天海	means 指	Tianjin Tianhai High Pressure Container Co., Ltd.* (天津天海高壓容器有限責任公司) 天津天海高壓容器有限責任公司
Shanghai Tianhai 上海天海	means 指	Shanghai Tianhai Composite Cylinders Co., Ltd.* (上海天海複合氣瓶有限公司) 上海天海複合氣瓶有限公司
Kuancheng Tianhai 寬城天海	means 指	Kuancheng Tianhai Pressure Container Co., Ltd.* (寬城天海壓力容器有限公司) 寬城天海壓力容器有限公司
Tianhai Hydrogen 天海氫能	means 指	Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.* (北京天海氫能裝備有限公司) 北京天海氫能裝備有限公司
Jiangsu Tianhai 江蘇天海	means 指	Jiangsu Tianhai Special Equipment Co., Ltd.* (江蘇天海特種裝備有限公司) 江蘇天海特種裝備有限公司
Beijing Nengtong 北京能通	means 指	Beijing Nengtong Lease Company* (北京能通租賃公司) 北京能通租賃公司
Qingdao Eternal 青島艾特諾	means 指	Qingdao Eternal Economic Information Consulting Co., Ltd.* (青島艾特諾經濟信息諮詢有限公司) 青島艾特諾經濟信息諮詢有限公司
B&WBC 北京巴威	means 指	Babcock & Wilcox Beijing Company Ltd.* (北京巴布科克•威爾科克斯有限公司) 北京巴布科克•威爾科克斯有限公司
Peitian Company 配天公司	means 指	Beijing Peitian Technology Co., Ltd.* (北京配天技術有限公司) 北京配天技術有限公司

Unless otherwise specified, all amounts stated in this report are denominated in Renminbi.  
除非另有說明，本報告中的所有金額均以人民幣計值。

\* For identification purposes only



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### I. Information of the Company

#### 一、公司信息

Chinese name of the Company  
公司的中文名稱  
Chinese abbreviation  
公司的中文簡稱  
English name of the Company  
公司的外文名稱  
English abbreviation  
公司的外文名稱縮寫  
Company's legal representative  
公司的法定代表人

北京京城機電股份有限公司  
京城股份  
BEIJING JINGCHENG MACHINERY ELECTRIC COMPANY LIMITED  
JINGCHENG MAC  
Mr. Li Junjie  
李俊杰先生

#### II. Contact Persons and Contact Methods

#### 二、聯絡人和聯繫方式

	<b>Secretary to the Board</b> 董事會秘書
Name 姓名	Luan Jie 樂杰
Contact address 聯絡地址	No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing 北京市通州區漣縣鎮漣縣南三街2號
Telephone 電話	010-87707288
Facsimile 傳真	010-87707291
E-mail 電子信箱	jcgf@btic.com.cn jcgf@btic.com.cn

<b>Representative in charge of securities affairs</b> 證券事務代表
Chen Jian 陳健
No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing 北京市通州區漣縣鎮漣縣南三街2號
010-87707289
010-87707289
010-87707291
010-87707291
jcgf@btic.com.cn
jcgf@btic.com.cn

#### III. Basic Information

#### 三、基本情況簡介

Registered address of the Company  
公司註冊地址  
Historical changes in the Company's registered address

公司註冊地址的歷史變更情況

Office address of the Company  
公司辦公地址  
Postal code of the office address of the Company  
公司辦公地址的郵政編碼  
Company's website  
公司網址  
E-mail  
電子信箱

Room 901, No. 59 Mansion, Dongsanhuan Road Central,  
Chaoyang District, Beijing  
北京市朝陽區東三環中路59號樓901室  
Registered office from 13 July 1993 to 6 January 2004 as: No. 44,  
Guangqu Road South, Chaoyang District, Beijing, China  
Registered office from 7 January 2004 to 31 October 2013: No.  
6 Rongchang East Street, Beijing Economic and Technological  
Development Area, Beijing, China  
Changed to the Company's current registered address on 1 November  
2013  
1993年7月13日至2004年1月6日註冊地址為：中國北京市朝陽區廣  
渠路南側44號：  
2004年1月7日至2013年10月31日註冊地址為：中國北京市北京經濟  
技術開發區榮昌東街6號  
2013年11月1日變更為公司現註冊地址  
No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District,  
Beijing  
北京市通州區漣縣鎮漣縣南三街2號  
101109  
101109  
www.jingchenggf.com.cn  
www.jingchenggf.com.cn  
jcgf@btic.com.cn  
jcgf@btic.com.cn



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### IV. Disclosure of Company Information and Place for Inspection

Name of media and website for the disclosure of the Company's annual report  
公司披露年度報告的媒體名稱及網址  
Website of the stock exchange for the disclosure of the Company's annual report  
公司披露年度報告的證券交易所網址  
Place for inspection of the Company's annual report  
公司年度報告備置地地點

#### 四、信息披露及備置地地點

Shanghai Securities News  
《上海證券報》  
www.sse.com.cn, www.hkexnews.hk  
www.sse.com.cn, www.hkexnews.hk  
Office of the Board of the Company  
本公司董事會辦公室

#### V. Basic Information of the Company's Shares

#### 五、公司股票簡況

##### Basic Information of the Company's Shares

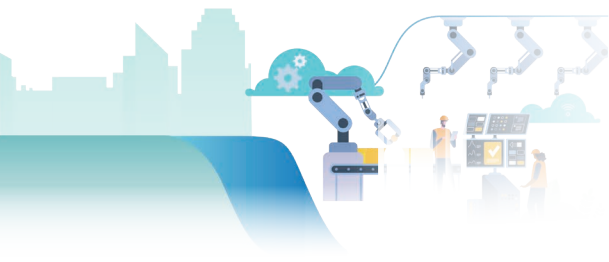
##### 公司股票簡況

Type of shares 股票種類	Place of listing of the shares 股票上市交易所	Securities abbreviation 股票簡稱	Stock code 股票代碼	Stock abbreviation before change 變更前股票簡稱
A shares A股	the Shanghai Stock Exchange 上海證券交易所	京城股份 京城股份	600860 600860	京城股份 京城股份
H shares H股	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	JINGCHENG MAC 京城機電股份	00187 00187	JINGCHENG MAC 京城機電股份

#### VI. Other Related Information

#### 六、其他相關資料

Name of the accounting firm engaged by the Company (audit agency newly appointed by the Company for its 2024 financial statement audit and internal control audit projects) 公司聘請的會計師事務所(公司新聘任的作為2024年度財務報表審計及內部控制審計項目的審計機構)	Name 名稱 Office address 辦公地址 Names of signing accountant 簽字會計師姓名	WUYIGE Certified Public Accountants LLP 大信會計師事務所(特殊普通合夥) 2206, 22/F, No.1 Zhichun Road, Haidian, Beijing 北京市海澱區知春路1號22層2206 Han Xueyan, Wang Peng 韓雪艷、王鵬
Name of the domestic legal adviser engaged by the Company 公司聘請的境內法律顧問	Name 名稱 Office address 辦公地址	Beijing Kang Da Law Firm 北京市康達律師事務所 8th, 9th, and 11th floors of Emperor Group Center, No.12 Jianwai Street Ding, Chaoyang District, Beijing 北京市朝陽區建外大街丁12號英皇集團中心8層、9層、11層
Name of the overseas legal adviser engaged by the Company 公司聘請的境外法律顧問	Name 名稱 Office address 辦公地址	Woo Kwan Lee & Lo 胡關李羅律師行 26/F, Jardine House, Central, Hong Kong 香港中環怡和大廈26樓



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### VI. Other Related Information (Continued)

#### 六、其他相關資料(續)

Sponsor continuously performing its supervisory function during the Reporting Period  
報告期內履行持續督導職責的保薦機構

Name  
名稱  
Office address  
辦公地址  
Names of sponsor representatives as signatories  
簽字的保薦代表人姓名  
Period of continuously performing its supervisory function  
持續督導的期間

CSC Financial Co., Ltd.  
中信建投證券股份有限公司  
Block B, E, Kaiheng Center Building, Dongcheng District, Beijing  
北京市東城區凱恆中心B、E座  
Li Xiaoyan, Lu Xingyu  
李笑彥、盧星宇  
Until the raised funds are used up  
募投資金使用完畢為止

Financial adviser performing continuous supervision duties during the Reporting Period  
報告期內履行持續督導職責的財務顧問

Name  
名稱  
Office address  
辦公地址  
Names of signing organizer of financial advisor  
簽字的財務顧問主辦人姓名  
Period of continuously performing its supervisory function  
持續督導的期間

CSC Financial Co., Ltd.  
中信建投證券股份有限公司  
Block B, E, Kaiheng Center Building, Dongcheng District, Beijing  
北京市東城區凱恆中心B、E座  
He Chengda, Hou Shun  
賀承達、侯順  
From the date of completion of assets restructuring to 2024  
自資產重組實施完畢之日起至2024年度

Other basic information of the Company  
公司其他基本情況

Reception of shareholders' enquiries: 10th and 20th of each month (or on the following business day if it falls on a public holiday) (Closed on Saturdays and Sundays) 9:00 a.m. to 11:00 a.m. and 2:00 p.m. to 4:00 p.m.  
股東接待日：每月10日及20日(節假日順延)(公司每星期六、星期日休息)  
上午9：00-11：00 下午2：00-4：00

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



## VII. Major Accounting Figures and Financial Indicators for the Past Three Years

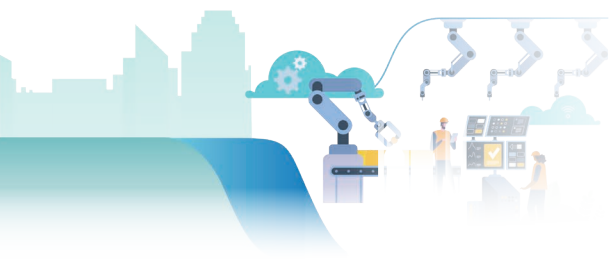
## 七、近三年主要會計數據和財務指標

### (i) Major accounting figures

### (一) 主要會計數據

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Major accounting figures		2024	2023	Changes over the same period of the preceding year (%) 本期比上年同期增減(%)	2022
主要會計數據		2024年	2023年		2022年
Operating income	營業收入	1,648,860,246.58	1,405,495,692.08	17.32	1,372,261,232.14
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	7,477,047.53	-51,675,143.59	-	18,315,155.10
Net profit attributable to shareholders of listed company after extraordinary items	歸屬於上市公司股東的扣除非經常性損益的淨利潤	-5,556,486.40	-64,871,738.55	-	-4,847,157.02
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	-57,592,661.96	66,359,922.32	-	5,223,758.74
		At the end of 2024	At the end of 2023	Changes over the same period end of the preceding year (%) 本期末比上年同期末增減(%)	At the end of 2022
		2024年末	2023年末		2022年末
Net assets attributable to shareholders of listed company	歸屬於上市公司股東的淨資產	1,084,156,625.22	1,065,910,588.54	1.71	1,075,617,865.13
Total assets	總資產	3,086,613,319.89	2,812,343,564.88	9.75	2,496,004,308.13



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### VII. Major Accounting Figures and Financial Indicators for the Past Three Years (Continued)

##### (ii) Key financial indicators

#### 七、近三年主要會計數據和財務指標(續)

##### (二) 主要財務指標

Key financial indicators		2024	2023	Changes over the same period of the preceding year (%) 本期比上年同期增減(%)	2022
主要財務指標		2024年	2023年		2022年
Basic earnings per share (RMB/share)	基本每股收益(元/股)	0.01	-0.10	-	0.04
Diluted earnings per share (RMB/share)	稀釋每股收益(元/股)	0.01	-0.10	-	0.04
Basic earnings per share after extraordinary items (RMB/share)	扣除非經常性損益後的基本每股收益(元/股)	-0.01	-0.12	-	-0.01
Returns on net assets on weighted average basis (%)	加權平均淨資產收益率(%)	0.70	-4.92	-	2.15
Return on net assets on weighted average basis after extraordinary items (%)	扣除非經常性損益後的加權平均淨資產收益率(%)	-0.52	-6.18		-0.57

Explanation on the major accounting data and financial indicators of the Company at the end of the Reporting Period for the past three years

☐ Applicable ☒ Not applicable

報告期末公司前三年主要會計數據和財務指標的說明

☐ 適用 ☒ 不適用

#### VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards

##### (i) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the International Accounting Standards and the PRC Accounting Standards for Business Enterprises

☐ Applicable ☒ Not applicable

#### 八、境內外會計準則下會計數據差異

##### (一) 同時按照國際會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

☐ 適用 ☒ 不適用

## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards (Continued)

(ii) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the Foreign Accounting Standards and the PRC Accounting Standards for Business Enterprises

☐ Applicable ☒ Not applicable

(iii) Description of differences between PRC and foreign accounting standards:

☐ Applicable ☒ Not applicable

#### 八、境內外會計準則下會計數據差異(續)

(二) 同時按照境外會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

☐ 適用 ☒ 不適用

(三) 境內外會計準則差異的說明：

☐ 適用 ☒ 不適用

#### IX. Major Financial Data of 2024 By Quarter

#### 九、2024年分季度主要財務數據

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

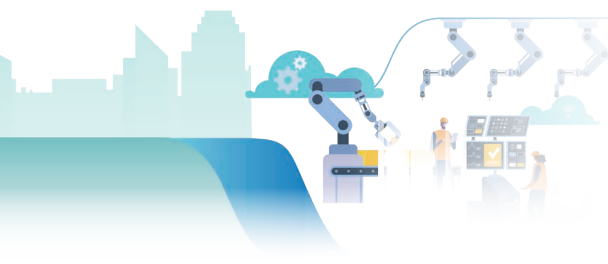
		First quarter (January to March) 第一季度 (1-3月份)	Second quarter (April to June) 第二季度 (4-6月份)	Third quarter (July to September) 第三季度 (7-9月份)	Fourth quarter (October to December) 第四季度 (10-12月份)
Operating income	營業收入	320,532,749.36	428,240,733.44	366,072,306.34	534,014,457.44
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	-6,523,098.03	3,148,174.32	-12,691,762.38	23,543,733.62
Net profit attributable to shareholders of listed company, after extraordinary items	歸屬於上市公司股東的扣除非經常性損益後的淨利潤	-9,784,863.45	-3,445,175.76	-15,028,904.10	22,702,456.91
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	-53,158,582.98	-90,188,911.47	6,092,625.63	79,662,206.86

Description of differences between quarterly data and data in disclosed regular reports

☒ Applicable ☐ Not applicable

季度數據與已披露定期報告數據差異說明

☒ 適用 ☐ 不適用



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標

#### X. Extraordinary Items and Amounts

√ Applicable □ Not applicable

#### 十、非經常性損益項目和金額

√ 適用 □ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Extraordinary items 非經常性損益項目	Amount of 2024 2024年金額	Note (where applicable) 附註(如適用)	Amount of 2023 2023年金額	Amount of 2022 2022年金額
Gain or loss on disposal of non-current assets, inclusive of impairment allowance write-off	171,297.46	—	151,692.79	324,288.25
Government subsidies included in current profit or loss, other than on-going government subsidies which are closely related to the Company's normal operation, meet the requirements of government policies and are subject to certain limits or conditions	4,072,411.03	—	10,193,307.32	15,296,825.69
Gains and losses on fair value changes arising from financial assets and financial liabilities held by non-financial entities and gains and losses arising from the disposal of financial assets and financial liabilities, except for effective hedging transactions that are closely related to the Company's normal operation	—	—	—	608,700.53
Capital occupation fee received from non-financial entities included in current profit or loss	—	—	—	—
Gain or loss on entrusted investments or asset under management	—	—	—	—
Gains and losses on external entrusted loans	—	—	—	—
Loss of assets due to force majeure events, such as natural disasters	—	—	—	—
Reversal of the impairment provision for receivables which is tested individually for impairment	1,676,183.45	—	2,737,096.40	4,869,414.50
Gain from the excess of the fair value of the identifiable net assets of investee companies on acquisition of the investment over the cost of investment in the Company's subsidiaries, associates and joint ventures	—	—	—	—
Net gains or losses of subsidiaries for the current period from the beginning of the period to the date of combination arising from business combination under common control	—	—	—	—
Gains and losses on exchange of non-monetary assets	—	—	—	—
Gain or loss on debt restructuring	11,007,756.35	—	115,344.66	3,806,900.04
One-time costs incurred by the enterprise due to the fact that the relevant business activities has discontinued, such as expenses for relocating employees	—	—	—	—
One-time effect of adjustment according to the requirements of tax and accounting laws and regulations on current profit or loss	—	—	—	—
One-time share-based payment expense recognized for cancellation and modification of share incentive schemes	—	—	—	—
For cash settled share-based payments, gains and losses arising from changes in the fair value of employee compensation payable after the date of exercise of options	—	—	—	—



## Section 2 Company Profile and Key Financial Indicators

### 第二節 公司簡介和主要財務指標



#### X. Extraordinary Items and Amounts (Continued)

#### 十、非經常性損益項目和金額(續)

Extraordinary items 非經常性損益項目		Amount of 2024 2024年金額	Note (where applicable) 附註(如適用)	Amount of 2023 2023年金額	Amount of 2022 2022年金額
Gain or loss arising from changes in fair value of investment properties under fair value model on subsequent measurement	採用公允價值模式進行後續計量的投資性房地產公允價值變動產生的損益		-		
Gain or loss incurred by transactions with obviously unfair transaction price	交易價格顯失公允的交易產生的收益		-		
Gain or loss on other contingencies which are not related to the Company's normal operations	與公司正常經營業務無關的或有事項產生的損益		-		
Entrusted fee income from entrusted operations	受託經營取得的託管費收入		-		
Other non-operating income and expenses apart from the aforesaid items	除上述各項之外的其他營業外收入和支出	-216,414.00	-	876,175.40	8,873,633.76
Other gain or loss items falling within the definition of extraordinary items	其他符合非經常性損益定義的損益項目		-		
Less: Effect of income tax	減：所得稅影響額	83,617.05	-	163,120.60	234,165.76
Effect of minority interest (after tax)	少數股東權益影響額(稅後)	3,594,083.31	-	713,901.01	10,383,284.89
Total	合計	13,033,533.93	-	13,196,594.96	23,162,312.12

For the non-recurring profit and loss items not listed in "Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items" (《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》) recognised by the Company as non-recurring profit and loss items with significant amounts, as well as the non-recurring profit and loss items listed in "Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items" (《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》) defined by the Company as recurring profit and loss items, the reasons shall be explained.

對公司將《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》未列舉的項目認定為非經常性損益項目且金額重大的，以及將《公開發行證券的公司信息披露解釋性公告第1號——非經常性損益》中列舉的非經常性損益項目界定為經常性損益的項目，應說明原因。

☐ Applicable ☒ Not applicable

☐ 適用 ☒ 不適用

#### XI. Items Measured at Fair Value

☐ Applicable ☒ Not applicable

#### 十一、採用公允價值計量的項目

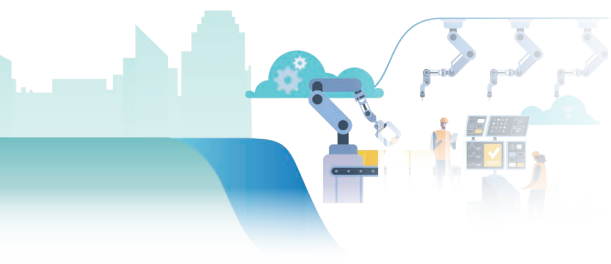
☐ 適用 ☒ 不適用

#### XII. Others

☐ Applicable ☒ Not applicable

#### 十二、其他

☐ 適用 ☒ 不適用



## Section 3

## Management Discussion and Analysis

### 第三節 管理層討論與分析

#### I. Management Discussion and Analysis

The year 2024 was a pivotal year for the “14th Five-Year Plan”. The Company was committed to the implementation of the “Five Initiatives” and resolutely adapted itself to the new development dynamic. It was dedicated to contributing to the development of Beijing as an international science and technology innovation hub, while upholding the principle that high-quality development should be guided by high-quality party-building. It made steady progress in market development, technological innovation, reforms and adjustments, as well as quality and efficiency enhancement, achieving its annual operational goals and key missions. By advancing stable and sustainable high-quality development, it strove to contribute to a flawless conclusion of the “14th Five-Year Plan”.

##### 1. Enhancing its operational quality and efficiency while intensifying its market development efforts Gas storage and transportation segment:

The Company focused on the new needs of major customers and increased its extended services and ancillary businesses to enhance customer stickiness. It took full advantage of its overseas platforms to improve its warehousing and logistics capacity, thus enhancing its delivery speed for small and medium-sized customers. It made significant progress in developing the compound gas cylinders market, entering into cooperation with several important customers. Adhering to the principles of cost reduction and differentiation, it consolidated its domestic sales resources and expanded the scope of direct sales of its cylinder products as well as their applications.

##### Intelligent manufacturing segment:

The Company achieved a strong breakthrough in the field of 3C production equipment and improved its customization capabilities for related production equipment. It also accelerated its research on intelligent manufacturing and digital factories, which enhanced its ability to secure orders. In the areas of ground conveyance and assembly systems, stamping lines and suspension chains, the Company continued to improve its product capabilities and expanded into new applications and new fields.

##### 2. Promoting technological innovation while continuing to build a technological system

The Company continued to strengthen its technological innovation and industry upgrades by making substantial R&D investments throughout the year. Currently, within the Company's system, there are 6 enterprises recognized as “Specialized and Sophisticated Enterprises Producing New and Unique Products” and 7 recognized as High- and New-Technology Enterprises. The Company's innovative achievements earned it many awards, including the Second Prize of Beijing Scientific and Technological Progress Awards and the Bronze Prize of the 18th Beijing Invention and Innovation Competition. Focusing on the core technology of hydrogen energy storage and transportation equipment, the Company made breakthroughs in key technologies in relation to Type IV cylinders. Keeping up with market demand, the Company developed new products in various fields. Meanwhile, the Company promoted intelligent manufacturing, developed the 4A top-level structure, used coding systems to standardize data and achieved remote monitoring of equipment as well as partial networking and numerical control, with its production line of compound gas cylinders leading the country in terms of intelligent upgrading.

BYTQ, a subsidiary of the Company, significantly enhanced the competitiveness of its products through its technological breakthroughs and promotional efforts in the control system of related products. The enhancement of its technical capabilities reduced product costs, ensured the quality of products and bolstered its profitability.

#### 一、經營情況討論與分析

2024年是「十四五」規劃的關鍵之年，公司堅持落實「五子聯動」服務和融入新發展格局，堅持服務北京國際科技創新中心建設，堅持高質量黨建融合引領高質量發展，紮實推進市場開拓、技術創新、改革調整、提質增效，積極推進全年經營目標和重點任務落地見效，努力實現「十四五」戰略完美收官，推動高質量發展行穩致遠。

##### 1、 全力提升運營質效，持續加大市場開拓

###### 氣體儲運板塊：

聚焦大客戶的新需求，增加延伸服務及輔件配套業務以增強客戶黏性；發揮海外平台優勢，提高倉儲物流服務能力，提升中小客戶交貨速度。複合氣瓶市場開拓方面取得了較大進展，與多家重要客戶達成合作。堅持「降成本」、「差異化」，整合內銷資源，擴大鋼瓶產品的直銷範圍以及應用場景。

###### 智能製造板塊：

在3C生產設備領域實現了有力突破，提高了相關生產設備的定制化能力。加快了產品智能製造與數字化工廠的研究，有效提升了獲單能力。在地面輸送裝配系統、沖壓連線、懸掛鏈方面，不斷提高產品能力，拓展新應用場景、新領域。

##### 2、 全力推進科技創新，持續構建科技體系

公司持續強化科技創新與產業升級，全年保持較高研發投入。目前，公司系統內有「專精特新」企業6家，高新技術企業7家，相關創新成果榮獲北京市科學技術進步二等獎、第18屆北京發明創新大賽發明創新銅獎等。聚焦氫能儲運裝備核心技術攻關，四型瓶相關關鍵技術取得突破。緊貼市場需求，開發多領域新產品。同時，推進智能製造，構建4A頂層架構，依托編碼系統標準化數據，實現設備遠程監控與部分聯網數控化，複合氣瓶生產線智能化升級達國內領先。

子公司北洋天青通過實現相關產品控制系統的技術突破和推廣，有效增強了產品的市場競爭力。技術能力的提升降低了產品成本，保障了產品質量，增強了獲利能力。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### I. Management Discussion and Analysis (Continued)

##### 3. Strengthening management efforts while continuing to enhance governance effectiveness

The Company benchmarked itself against exemplary enterprises, paid close attention to internal management, sorted out the standard costs of products, and formulated improvement strategies covering operation, costs, market dynamics and policy support to address existing deficiencies. It promoted cost reduction and efficiency enhancement through various measures, including product development, achieving cost reduction by leveraging technology and optimizing procurement. It implemented a talent-driven corporate development strategy focusing on recruiting young talents, enhancing professional skills and completing innovative apprenticeship programs. It initiated the 6S workplace management by delineating responsibility areas, issuing work guidelines, and fostering an atmosphere of full participation to improve the work environment and enhance employees' competencies.

##### 4. Mitigating risks while continuing to bolster operational security

The Company established a comprehensive risk management framework, prepared information and organized training programs to enhance legal compliance and risk mitigation awareness of all the employees, thereby safeguarding the sustainable development of core operations. At the same time, the Company improved its platform systems to build a strong line of defense in its operation. Focusing on audit supervision, it implemented various auditing methods to enhance internal control and management standards. It also examined the quality of accounting information of several of its subsidiaries and provided management recommendations.

#### II. Situation of the industry in which the Company operated during the Reporting Period

##### (1) Gas Storage and Transportation Segment

The upstream of the gas storage and transportation equipment industry is mainly steel, forgings, etc.. The midstream industry is the gas storage and transportation equipment manufacturing industry, and the downstream is the gas storage and transportation equipment application industry, mainly used in chemical, medical, food processing, aviation and aerospace and other fields. The market demand for the gas storage and transportation equipment industry maintained a relatively stable growth trend, and the market size was maintained at a high level.

###### Cylinders segment:

The overall development trend of China's industrial gas market was stable and improving, and the total market volume of the cylinders segment was relatively stable. However, the domestic economic environment was challenging in 2024, with enterprises which were end-users of gases facing difficulties in their operation. As a result, the market demand for gas cylinders was lower than expected. It is expected that in 2025, with the unrolling of supporting policies and the advancement of industry upgrading, the segment will show steady growth with higher demand for cylinders.

###### Compound gas cylinders segment:

The hydrogen energy industry chain was still in the stage of being cultivated by policy support. According to data from China Association of Automobile Manufacturers, in 2024, the production and sales volume of fuel cell vehicles in China were 5,548 and 5,405 vehicles respectively, representing a year-on-year decrease of 10.4% and 12.6% respectively. It is expected that in 2025, bolstered by the vision of carbon neutrality, the demand for hydrogen will pick up and the sales of hydrogen fuel cell vehicles will grow.

#### 一、經營情況討論與分析(續)

##### 3、全力強化管理工作，持續提升治理效能

全面對標優秀企業，狠抓內部管理，梳理產品標準成本，制定涵蓋運營、成本、市場及政策支持的改進方案，補強短板。推動降本增效，通過產品開發等多項措施實現科技降本與採購降本。實施人才強企戰略，聚焦青年人才招聘，提升職業技能，完成新型學徒制培訓。啟動6S現場管理，劃分責任區，發佈工作指南，營造全員參與氛圍，實現工作環境改善與員工素養提升。

##### 4、全力防控各類風險，持續築牢經營保障

公司構建全方位風險防控體系，並編制資料組織培訓，提升全員法律與風險防範意識，保障主業穩健發展。同時，完善平台制度，築牢運營防線。聚焦審計監督，實施多種審計方式，推動內控與管理水平提升，完成多家子公司的會計信息質量檢查並提管理建議。

#### 二、報告期內公司所處行業情況

##### (1) 氣體儲運板塊

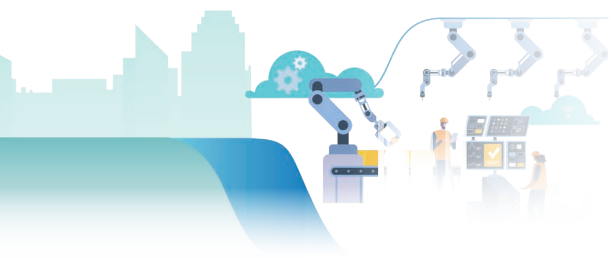
氣體儲運裝備行業上游主要為鋼鐵、鍛件等，中遊行業為氣體儲運裝備製造行業，下游為氣體儲運裝備應用行業，主要應用於化工、醫療、食品加工、航空航天等領域，氣體儲運裝備行業的市場需求保持著較為平穩的增長趨勢，市場規模得以維持較高水平。

###### 鋼瓶板塊：

我國工業氣體市場整體發展趨勢穩中向好，鋼瓶板塊市場總量相對平穩。但2024年國內經濟環境不太樂觀，終端用戶企業實際經營情況也面臨一定困難，氣瓶市場需求未能達到預期。預計2025年隨著政策刺激和工業升級的推進，鋼瓶板塊市場需求呈現穩增長態勢。

###### 複合氣瓶板塊：

氫能產業鏈還處於政策支持培育階段。根據中汽協數據，2024年全國燃料電池汽車產銷數據分別為5,548輛和5,405輛，同比減少10.4%和12.6%。預計2025年在破中和目標願景下，氫能需求將加速釋放，氫燃料電池汽車銷量將實現增長。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## II. Situation of the industry in which the Company operated during the Reporting Period (Continued)

### (1) Gas Storage and Transportation Segment (Continued)

#### Cryogenic storage and transportation segment:

In recent years, the overall market demand for cryogenic cylinders has been affected by the reduction of bulk industrial gas consumption caused by the drop in infrastructure investment. Meanwhile, in the market for cylinders for vehicles, heavy-duty trucks in China have focused on replacing their existing stocks in recent years. It is expected that the market for industrial storage tanks and vehicle-mounted LNG cylinders will remain stable in 2025.

### (2) Intelligent Manufacturing Segment

#### Automation equipment industry

In 2024, China's automation equipment market continued to grow. Industrial automation equipment remained the driving force, as it was widely used in vehicles, electronics and other industries, helping enterprises to improve efficiency and reduce costs. Equipment is evolving towards greater intelligence and flexibility, while industrial robots and other technical levels continue to improve.

The competitive landscape of the industry is becoming increasingly concentrated, with leading companies commanding significant market shares due to their technological and brand advantages, and emerging enterprises rising in sub-segments through innovation and customized services. Although the industry is exhibiting a robust growth trajectory, it still faces challenges such as technological upgrades and intensified market competition.

In the future, the industry is poised to advance towards greater intelligence and sustainability. As a result, enterprises need to perpetually innovate and enhance their core competitiveness to adapt to market changes and seize opportunities for development.

#### Home appliances industry

In 2024, the retail sales of home appliances above the designated size in China's home appliance industry amounted to RMB1,030.7 billion, representing a year-on-year growth of 12.3%. Export market performance was strong, with the export value of white goods in the first 11 months increasing by 14.3% year on year to USD117.46 billion and the export volume of televisions expected to break through 100 million units again. Leading enterprises were also accelerating their expansion into emerging overseas markets. The impact of policy support was obvious, with the "old-for-new" trade-in program driving four consecutive months of double-digit growth from September to December. The effectiveness of these policies drove the industry to accelerate the release of demand for upgrading manufacturing equipment.

Currently, the home appliances industry is imposing greater demands on its manufacturing equipment, particularly in terms of high-end innovation, intelligent advancements, and green transformation, such as the integration of artificial intelligence and robotic technology, and sustainable manufacturing. The entry of internet technology companies into these domains has created significant competitive pressure on traditional equipment manufacturers.

## 二、報告期內公司所處行業情況(續)

### (1) 氣體儲運板塊(續)

#### 低溫儲運板塊：

國內低溫瓶近年來受基礎設施投資幅度的降低，導致大宗工業氣體用量減少因素影響，整體市場需求有所下降。同時，車用瓶市場方面，近幾年國內重卡以存量更新為主。預計2025年工業儲罐和車載LNG瓶市場將保持穩定。

### (2) 智能製造板塊

#### 自動化設備行業：

2024年，中國自動化設備市場持續增長。工業自動化設備仍是主力，廣泛應用於汽車、電子等行業，助力企業提升效率、降低成本。設備向智能化、柔性化升級，工業機器人等技術水平不斷提高。

行業競爭格局集中度提升，頭部企業憑藉技術、品牌優勢佔據較大份額，同時新興企業通過技術創新和定制化服務在細分領域崛起。儘管行業發展態勢良好，但仍面臨技術升級、市場競爭加劇等挑戰。

未來，行業將朝著智能化、綠色化方向發展，企業需不斷創新，提升核心競爭力，以應對市場變化並抓住發展機遇。

#### 家電行業：

2024年中國家電行業限額以上家電零售額達人民幣10,307億元，同比增長12.3%。出口市場表現強勁，前11個月白色家電出口額同比增長14.3%至1,174.6億美元，電視出口量預計再破億台，頭部企業加速海外新興市場擴展佈局。政策驅動效果顯著，「以舊換新」補貼帶動9-12月連續四個月兩位數增長，政策發力促進行業加速釋放生產設備升級需求。

當前家電行業在高端化、智能化、綠色轉型方面對其生產設備提出了更高要求，比如人工智能、機器人技術融合、綠色製造等方面。在這些方面互聯網科技公司的入場給傳統設備製造商帶來巨大競爭壓力。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



### III. Businesses engaged by the Company during the Reporting Period

#### (1) Business scope:

Licensed items of operation: general logistics; professional contracting.

General scope of operation: development, design, sales, installation, adjustment and trial, maintenance of cryogenic containers for storage and transportation, compressors (piston compressor, membrane compressor and nuclear-grade membrane compressor) and accessories; machinery equipment and electrical equipment; technical consultancy and technical services; import and export of commodities, import and export of technology and acting as an agency for import and export. Manufacturing of general equipment (excluding special equipment); manufacturing of special equipment (excluding manufacturing of licensed professional equipment); research and development of machinery and equipment; sales of machinery and equipment; manufacturing of intelligent basic manufacturing equipment; research and development of intelligent robotics; manufacturing of industrial robotics; sales of intelligent robotics; sales of industrial robotics; installation and maintenance of industrial robotics; manufacturing of servo control unit; sales of artificial intelligent hardware; manufacturing of industrial automatic control system devices; sales of industrial automatic control system devices; sales of intelligent storage equipment; manufacturing of ocean engineering equipment; sales of ocean engineering equipment; manufacturing of oil drilling and production equipment; sales of oil drilling and production equipment; installation services of general machinery and equipment; information system integration services; software development; sales of software; information technology consultation services; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; industrial internet information services; import and export of commodities; import and export of technology; manufacturing of metallic products; sales of metallic products. (Other than the items subject to approval according to laws, operating activities shall be operated by itself based on the business license and in accordance with laws) Permitted items: electrical installation services. (For items subject to approval in accordance with laws, operating activities can only be conducted upon approval by relevant authorities, and the specific business items are subject to the approval documents or licenses issued by relevant authorities).

#### (2) Main products:

##### 1. Gas storage and transportation segment:

Main products include: liquefied natural gas (LNG) cylinders for vehicles, compressed natural gas (CNG) cylinders for vehicles, seamless steel gas cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders, ISO tank containers, cryogenic tanks, aluminum carbon fiber full-winding compound gas cylinders for fuel cells, plastic carbon fiber full-winding compound gas cylinders as well as filling station equipment.

##### 2. Intelligent manufacturing segment:

Main products include ground conveyance and assembly system products, suspension chain air conveyance system products, integrated robotic applications and stamping lines products, nonstandard automation machine products, etc.

### 三、報告期內公司從事的業務情況

#### (一) 經營範圍

許可經營項目：普通貨運；專業承包。

一般經營項目：開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機（活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機）及配件；機械設備、電氣設備；技術諮詢、技術服務；貨物進出口、技術進出口、代理進出口。通用設備製造（不含特種設備製造）；專用設備製造（不含許可類專業設備製造）；機械設備研發；機械設備銷售；智能基礎製造裝備製造；智能機器人的研發；工業機器人製造；智能機器人銷售；工業機器人銷售；工業機器人安裝、維修；伺服控制機構製造；人工智能硬件銷售；工業自動控制系統裝置製造；工業自動控制系統裝置銷售；智能倉儲裝備銷售；海洋工程裝備製造；海洋工程裝備銷售；石油鑽採專用設備製造；石油鑽採專用設備銷售；普通機械設備安裝服務；信息系統集成服務；軟件開發；軟件銷售；信息技術諮詢服務；技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；工業互聯網數據服務；貨物進出口；技術進出口；金屬材料製造；金屬材料銷售。（除依法須經批准的項目外，憑營業執照依法自主開展經營活動）許可項目：電氣安裝服務。（依法須經批准的項目，經相關部門批准後方可開展經營活動，具體經營項目以相關部門批准文件或許可證件為準）。

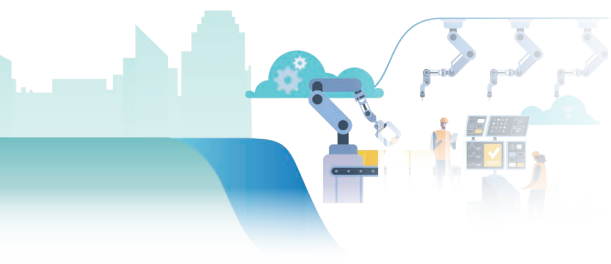
#### (二) 主要產品

##### 1、氣體儲運板塊：

主要產品包括：車用液化天然氣（LNG）氣瓶、車用壓縮天然氣（CNG）氣瓶、鋼質無縫氣瓶、焊接絕熱氣瓶、碳纖維全纏繞複合氣瓶、ISO罐式集裝箱、低溫儲罐、燃料電池用鋁內膽碳纖維全纏繞複合氣瓶、塑料內膽碳纖維全纏繞複合氣瓶、加氣站設備等。

##### 2、智能製造板塊：

主要產品包括地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### IV. Analysis of core competencies during the Reporting Period

☒ Applicable ☐ Not applicable

##### (I) Gas storage and transportation segment

After years of development, the Company has the following competitive advantages in terms of scale and brand, technology, sales network, and human resources:

###### 1. Scale and brand advantages

The Company is a group company consisting of seven production bases for the manufacture of professional gas storage and transportation equipment and a company located in the United States. With over 20 years of operation and development, the Company has established a corporate image of fine technology foundation and product stability and reliability in the industry; and the Tianhai brand has become one of the well-known brands in the industry.

###### 2. Technology advantages

After continuous technology research and development, the Company has A1, A2, C2 and C3 level pressure vessel design qualifications and A1, A2, B1, B2, B3, C2, C3, D1 and D2 level pressure vessel manufacturing qualifications currently. It can produce over 800 types and specifications of seamless steel gas cylinders, winding gas cylinders, accumulator shells, asbestos-free acetylene cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders (including those for vehicles), plastic carbon fiber full winding compound gas cylinders, cryogenic tanks and filling stations, etc.; the Company's products are widely applied in automotive, chemical, fire-fighting, medical, petroleum, energy, urban construction, food, metallurgy, machinery, electronics and other industries.

Meanwhile, with an accurate grasp of the clean energy market, the Company, through integrating different aspects of technologies in respect of LNG cylinders for vehicles, CNG cylinders, cryogenic tanks and natural gas vehicle filling stations, is able to provide customers with LNG/CNG system solutions. The Company is also capable of designing and manufacturing cryogenic tanks and IMO tank container products of different volume and pressure level in accordance with China pressure vessel standards, EU ADM and 97/23/ECPED and Australia/New Zealand AS1210 standards.

#### 四、報告期內核心競爭力分析

☒ 適用 ☐ 不適用

##### (一) 氣體儲運板塊

公司經過多年的發展，在規模與品牌、技術、銷售體系、人力資源等方面擁有以下競爭優勢：

###### 1、規模與品牌優勢

公司是一個擁有七個專業氣體儲運裝備生產基地及一個美國公司的集團公司。經過二十多年的經營發展，公司在行業內樹立了技術基礎優良、產品穩定可靠的企業形象，天海品牌已成為行業內知名品牌之一。

###### 2、技術優勢

經過持續不斷的技術研發創新，目前公司已具有A1、A2、C2、C3級壓力容器設計資格和A1、A2、B1、B2、B3、C2、C3、D1、D2級壓力容器製造資格。現可生產800餘個品種規格的鋼質無縫氣瓶、纏繞氣瓶、蓄能器殼體、無石棉填料乙炔瓶、焊接絕熱氣瓶、碳纖維全纏繞複合氣瓶（含車用）、塑料內膽碳纖維全纏繞複合氣瓶、低溫罐箱及加氣站等系列產品；公司的產品廣泛應用於汽車、化工、消防、醫療、石油、能源、城建、食品、冶金、機械、電子等行業。

同時，憑藉對清潔能源市場的準確把握，公司通過對車用LNG氣瓶、CNG氣瓶、低溫貯罐、天然氣汽車加氣站等多方位的技術整合，可為客戶提供LNG/CNG系統解決方案。公司還可按中國壓力容器標準、歐盟ADM和97/23/ECPED、澳大利亞／新西蘭AS1210等標準設計製造不同容積和壓力等級的低溫貯罐、IMO罐式集裝箱產品。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### IV. Analysis of core competencies during the Reporting Period (Continued)

##### (I) Gas storage and transportation segment (Continued)

###### 3. Sales network advantages

The Company has established a complete sales network equipped with over 30 distribution offices scattering across the country, achieving a full geographical coverage nationwide, and is capable of offering components to largest-scale automobile manufacturers of the national automobile industry in the supply chain of components for domestic mainstream automobile manufacturers. The Company has also set up eight overseas sales offices which are mainly located in the United States, Singapore, Korea, India, Australia and other countries. Relevant products have been accepted by seven out of the world's top eight influential gas companies. To build a bridge between the basic unit and the market, and to increase the vitality of the strategy execution unit and results of operation, the Company carried out transformation and upgrade of the internal management and control so that each of its subsidiaries could establish a business model of unifying research, production, supply and sales, so as to fully unleash the potential of the organization, make flexible and quick responses to the changes in the market and effectively enhance the results of operation.

Leveraging advanced technology, outstanding management, reliable products and optimised aftersales services system, the Company is keeping its pace of becoming a global leading manufacturing and service enterprise of energy gas storage devices.

###### 4. Human resources advantages

In order to provide a career development platform for its management and employees to grow personally and with the Company and share the fruits of development and to create a good corporate culture, the Company has established an internal organizational system and operational mechanism, performance appraisal mechanism and salary and welfare system which meet the requirements for market competition. It aims to retain talents with strong prospects, competitive remuneration and loyalty. It has established a team of talents with ability and integrity, core competencies and professional quality in respect of research and development, sales, management, operation and production.

#### 四、報告期內核心競爭力分析(續)

##### (一) 氣體儲運板塊(續)

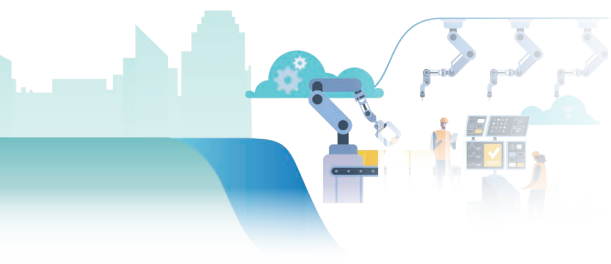
###### 3、銷售體系優勢

公司建立了完備的銷售網絡。在國內擁有三十多個經銷網點，實現全國各個地區全覆蓋，在國內主流車廠的零部件供應鏈中，為國內汽車行業規模最大的汽車廠商等提供零部件；在境外建立了八個銷售網點，主要分佈在美國、新加坡、韓國、印度、澳大利亞等國家，相關產品已被全球最具影響力的八大氣體公司中的七家接受；為了打通基層與市場的鏈接，提高戰略執行單元的活力和經營業績，公司對內部的管控模式進行了轉型升級，使各下屬公司建立起研產供銷為一體的事業部模式，充分釋放組織活力，能夠針對市場變化靈活快速的做出反應，切實提升經營業績。

公司憑藉先進的技術、優良的管理水平、可靠的產品質量和完善的售後服務體系，穩步向成為全球領先的能源氣體儲運裝備製造及服務企業邁進。

###### 4、人力資源優勢

公司建立了符合市場競爭要求的內部組織體系和運行機制、績效考核機制和薪酬福利體系，為幹部員工提供個人與企業共同成長、共享發展成果的事業發展平台，創造良好的企業文化氛圍，實現事業留人、待遇留人、感情留人。在研發、銷售、管理、運營及生產一線等崗位，打造德才兼備、具有核心能力和職業素養的核心人才隊伍。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### IV. Analysis of core competencies during the Reporting Period (Continued)

##### (II) Intelligent manufacturing segment

###### 1. Technology advantages

The Company focuses on the industrial automation field and deeply engages in the home appliances industry. With the enterprise informatization business module as the driving core and customized intelligent manufacturing equipment as the base, the Company has the ability to provide industrial automation, digitalization, networking and intelligent products and services to customers by connecting the equipment layer with the control, operation and decision-making layers.

###### 2. Sales advantages

The Company has established a stronger sales team which focuses on core customers and understands customers' needs in depth. It has fully released the vitality of the team to quickly adjust the marketing model in response to market changes. With advanced technology, reliable quality and an excellent sales management team, the Company has targeted the home appliances business sub-market and steadily expanded its market share.

###### 3. Human resources advantages

The Company has set up an efficient and professional staff team, established a performance appraisal and salary and welfare system to fully mobilize employees' innovative initiatives, and provided a platform for employees to grow together with the enterprise. The Company cultivates excellent talents with high professional quality in core positions such as technology, production, sales, management and operation.

###### 4. Corporate system advantages

The Company has established a modern enterprise management system covering the entire process of strategic planning, risk prevention and control as well as regulatory compliance, and developed a scientific decision-making mechanism and a standardized execution system to ensure the efficient operation and sustainable development of its business.

###### 5. Strategic synergy advantages

Leveraging its strategic resource advantages, the Company has strengthened the vertical integration across the industry chain and achieved efficient synergies across areas such as technological R&D, production, and marketing channels through unified strategic planning. The Company has enhanced horizontal business linkage by establishing cross-enterprise and cross-departmental cooperation mechanisms to share R&D results and supply chain resources, thereby reducing operating costs. This approach has created a brand matrix effect, integrating customer resources and service systems to enhance capabilities to deliver comprehensive solutions. Through the development of ecosystems, the Company has expanded into related areas such as smart homes and industrial internet, striving to enhance the service capabilities across the entire value chain of the industry and strengthen its all-round competitiveness in resisting cyclical risks.

#### 四、報告期內核心競爭力分析(續)

##### (二) 智能製造板塊

###### 1、技術優勢

公司聚焦工業自動化領域，深耕家電行業，以企業信息化業務板塊為驅動核心，以定制化智能製造裝備為基礎，打通設備層、控制層、運營層、決策層，具備為客戶提供工業自動化、數字化、網絡化、智能化的產品和服務的能力。

###### 2、銷售優勢

公司建立了較強的銷售團隊，圍繞核心客戶，深度瞭解客戶需求，充分釋放團隊活力，能夠針對市場變化快速調整營銷模式。公司憑藉先進的技術、可靠的質量和優良的銷售管理團隊，錨定家電業務細分市場，穩步擴大市場份額。

###### 3、人力資源優勢

公司組建了高效專業的人員團隊，建立了績效考核和薪酬福利制度，充分調動員工的自主創新積極性，為員工提供與企業共同成長的平台。在技術、生產、銷售、管理、運營等核心崗位培養專業素質過硬的優秀人才。

###### 4、公司制度優勢

建立現代化企業管理制度，涵蓋戰略規劃、風險防控、合規運營等全流程，形成科學決策機制與標準化執行體系，保障業務高效運轉與可持續發展。

###### 5、戰略協同優勢

公司依託戰略資源優勢，強化產業鏈縱向垂直整合，通過統一戰略規劃實現技術研發、生產製造、市場渠道等環節的高效協同。加強橫向業務聯動，建立跨企業、跨部門協作機制，共享研發成果與供應鏈資源，降低運營成本；形成品牌矩陣聯動效應，整合客戶資源與服務體系，增強綜合解決方案輸出能力。通過生態圈建設，延伸智能家居、工業互聯網等關聯領域佈局，努力提升行業全價值鏈服務能力，強化抗週期風險的綜合競爭力。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period

During the Reporting Period, the Company realized operating income of approximately RMB1.649 billion, representing an increase of approximately 17.32% as compared with the corresponding period of the previous year. Net profits attributable to shareholders of the listed company was approximately RMB7.477 million.

##### (i) Analysis of principal business

##### 1. Table of movement analysis on the related items in income statement and cash flow statement

Item 科目		Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Operating income	營業收入	1,648,860,246.58	1,405,495,692.08	17.32
Operating cost	營業成本	1,340,508,218.30	1,191,424,025.09	12.51
Selling expense	銷售費用	44,335,591.91	45,065,193.02	-1.62
Administrative expense	管理費用	127,786,552.09	120,477,225.32	6.07
Finance cost	財務費用	11,723,605.52	13,558,224.97	-13.53
R&D expenses	研發費用	69,021,375.00	66,447,976.37	3.87
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	-57,592,661.96	66,359,922.32	-
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-85,565,852.79	-157,070,258.23	-
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	120,738,636.11	256,190,368.87	-52.87
Taxes and surcharges	稅金及附加	11,288,726.80	7,911,881.71	42.68
Investment income	投資收益	17,014,252.86	11,998,754.61	41.80
Credit impairment loss	信用減值損失	-11,361,408.14	-5,077,178.43	-123.77
Asset impairment loss	資產減值損失	-22,606,278.80	-32,396,390.18	30.22
Income from disposal of assets	資產處置收益	171,297.46	123,479.33	38.73
Non-operating revenue	營業外收入	1,114,470.68	1,735,053.15	-35.77
Non-operating expenses	營業外支出	1,330,884.68	858,877.75	54.96

Details of the material changes in type of business, profit components or income sources of the Company in the current period

☐ Applicable ☒ Not applicable

##### 2. Analysis of income and cost ☒ Applicable ☐ Not applicable

The Company continued to optimize its product structure. During the Reporting Period, operating income increased by approximately RMB243.36 million and operating costs increased by approximately RMB149.08 million as compared to the corresponding period of the previous year.

#### 五、報告期內主要經營情況

報告期內，公司實現營業收入約人民幣16.49億元，同比增長約17.32%；歸屬於上市公司股東的淨利潤約為人民幣747.70萬元。

##### (一) 主營業務分析

##### 1、利潤表及現金流量表相關科目變動分析表

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item 科目	Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Operating income	1,648,860,246.58	1,405,495,692.08	17.32
Operating cost	1,340,508,218.30	1,191,424,025.09	12.51
Selling expense	44,335,591.91	45,065,193.02	-1.62
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R&D expenses	69,021,375.00	66,447,976.37	3.87
Net cash flows generated from operating activities	-57,592,661.96	66,359,922.32	-
Net cash flows generated from investing activities	-85,565,852.79	-157,070,258.23	-
Net cash flows generated from financing activities	120,738,636.11	256,190,368.87	-52.87
Taxes and surcharges	11,288,726.80	7,911,881.71	42.68
Investment income	17,014,252.86	11,998,754.61	41.80
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Asset impairment loss	-22,606,278.80	-32,396,390.18	30.22
Income from disposal of assets	171,297.46	123,479.33	38.73
Non-operating revenue	1,114,470.68	1,735,053.15	-35.77
Non-operating expenses	1,330,884.68	858,877.75	54.96

本期公司業務類型、利潤構成或利潤來源發生重大變動的詳細說明

☐ 適用 ☒ 不適用

##### 2、收入和成本分析 ☒ 適用 ☐ 不適用

公司不斷優化產品結構，本報告期營業收入比上年同期增加約人民幣24,336萬元，營業成本比上年同期增加約人民幣14,908萬元。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (1) Principal business by industry, by product, by region and by sales model

#### 五、報告期內主要經營情況 (續)

##### (一) 主營業務分析 (續)

##### 2、收入和成本分析 (續)

##### (1). 主營業務分行業、分產品、分地區、分銷售模式情況

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

		Principal business by industry 主營業務分行業情況		Gross profit margin (%) 毛利率 (%)	Increase/decrease in operating income over last year (%) 比上年增減 (%)	Increase/decrease in operating cost over last year (%) 比上年增減 (%)	Increase/decrease in gross profit margin over last year (%) 毛利率比上年增減 (%)
By Industry	分行業	Operating income 營業收入	Operating cost 營業成本				
In which: Gas storage and transportation products	其中：氣體儲運產品	1,277,349,944.20	1,117,317,434.21	12.53	16.74	10.48	Increased by 4.95 percentage points 增加4.95個百分點
Automatic manufacturing equipment system integration	自動化製造設備系統集成	266,466,140.26	183,364,371.14	31.19	18.54	24.02	Decreased by 3.04 percentage points 減少3.04個百分點
Others	其他	63,735,395.76	16,400,439.96	74.27	0.00	0.00	0.00
Total	合計	1,607,551,480.22	1,317,082,245.31	18.07	16.26	12.04	Increased by 3.09 percentage points 增加3.09個百分點

		Principal business by product 主營業務分產品情況		Gross profit margin (%) 毛利率 (%)	Increase/decrease in operating income over last year (%) 比上年增減 (%)	Increase/decrease in operating cost over last year (%) 比上年增減 (%)	Increase/decrease in gross profit margin over last year (%) 毛利率比上年增減 (%)
By product	分產品	Operating income 營業收入	Operating cost 營業成本				
Domestic	國內	965,585,410.79	741,340,230.03	23.22	10.82	3.57	5.40
Overseas	國外	641,966,069.43	575,742,015.28	10.32	25.53	25.60	-0.05
Total	合計	1,607,551,480.22	1,317,082,245.31	18.07	16.26	12.04	3.00

Description of principal business by industry, by product, by region and by sales model

主營業務分行業、分產品、分地區、分銷售模式情況的說明

Domestic market: By the effective integration of its marketing resources and the continuous optimization of its product mix, the Company recorded a 10.82% year-on-year increase in revenue during the Reporting Period.

國內市場：高效整合營銷資源，持續優化產品結構，報告期內實現收入同比增長10.82%。

International market: Focusing intensely on the needs of its core customers, the Company enhanced customer stickiness through extended services, thereby cementing its market position and recording a 25.53% year-on-year increase in revenue during the Reporting Period.

國際市場：深度聚焦核心客戶需求，通過延伸服務提升客戶粘性，有效穩固市場地位，報告期內收入同比增長25.53%。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (2) Analysis of production and sales volume

☒ Applicable ☐ Not applicable

Principal product	Unit	Production volume	Sales volume	Inventory volume	Increase/decrease in production volume over last year (%)	Increase/decrease in sales volume over last year (%)	Increase/decrease in inventory volume over last year (%)
主要產品	單位	生產量	銷售量	庫存量	生產量比上年增減(%)	銷售量比上年增減(%)	庫存量比上年增減(%)
Conventional cylinder industry 常規鋼瓶產業	Unit 隻	1,023,340	1,305,112	186,977	11	12	1
Compound gas cylinders and system integration industry 複合氣瓶及系統集成產業	Unit 隻	136,547	128,011	11,828	41	30	207
Cryogenic storage and transportation industry 低溫儲運產業	Unit 隻	11,113	10,456	1,634	26	35	7

##### Description of production and sales volume

In 2024, the Company made every effort to enhance the quality and efficiency of its operation and continued to intensify its market expansion efforts. Focusing on the "main battlefield" and major clients, the Company devised differentiated market strategies for different competitive environments and achieved positive results. The sales volumes in the cylinder segment, compound gas cylinders and system integration segment, and cryogenic storage and transportation segment all recorded year-on-year growth. In particular, the significant increase in the compound gas cylinders and system integration segment was mainly due to the accelerated development and marketing of new products such as Type III and Type IV Cylinders, while the significant increase in the cryogenic storage and transportation segment was mainly due to substantial increases in the sales of HPDI-T6 products and exported cryogenic cylinders.

##### (3) Performance of major purchase contracts and major sales contracts

☐ Applicable ☒ Not applicable

#### 五、報告期內主要經營情況(續)

##### (一) 主營業務分析(續)

##### 2、收入和本成本分析(續)

##### (2). 產銷量情況分析表

☒ 適用 ☐ 不適用

##### 產銷量情況說明

2024年公司全力提升運營質效，持續加大市場開拓力度，圍繞「主戰場」，聚焦大客戶，針對不同競爭環境，制定了差異化市場策略，取得了積極成效，鋼瓶板塊、複合氣瓶及系統集成板塊、低溫儲運板塊產銷量同比均實現增長，其中複合氣瓶及系統集成板塊漲幅較大主要是由於三、四型瓶等新產品開發及市場推廣加速；低溫儲運板塊漲幅較大主要是由於HPDI-T6產品以及出口低溫瓶銷量增長明顯。

##### (3). 重大採購合同、重大銷售合同的履行情況

☐ 適用 ☒ 不適用

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued) 五、報告期內主要經營情況(續)

##### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (4) Cost analysis

##### (一) 主營業務分析(續)

##### 2、收入和成本分析(續)

##### (4). 成本分析表

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

		By product 分產品情況		Proportion over total cost for the current period (%)		Proportion over total cost for the corresponding period of last year (%)		Change in amount over last year (%)		Description
By product	分產品	Component of cost	Current period	本期 佔總成本 比例(%)	Corresponding period of last year	上年同期 佔總成本 比例(%)	上年同期 佔總成本 比例(%)	較上年 同期變動 比例(%)	本期金額	情況說明
Gas storage and transportation products	氣體儲運產品	Materials	712,715,301.76	63.79	657,399,713.86	65.01	8.41			
		Labour cost	96,606,840.70	8.64	94,718,999.89	9.37	1.99			
		Manufacturing cost	307,995,291.75	27.57	259,183,270.79	25.62	18.83			
		Total	1,117,317,434.21	100.00	1,011,301,984.54	100.00	10.48			
		合計								
Automatic manufacturing equipment system integration	自動化製造設備系統集成	Materials	158,131,487.26	86.24	122,836,347.12	83.08	28.73			
		Labour cost	7,829,964.03	4.27	9,612,833.42	6.50	-18.55			
		Manufacturing cost	17,402,919.85	9.49	15,396,336.23	10.42	13.03			
		Total	183,364,371.14	100.00	147,845,516.77	100.00	24.02			
		合計								
Others	其他	Lease cost	16,400,439.96	100.00	16,400,439.96	100.00	0.00			
		租賃成本								
		Total	16,400,439.96	100.00	16,400,439.96	100.00	0.00			
		合計								

##### Other information on cost analysis

During the Reporting Period, the Company further reduced the procurement costs of raw materials and auxiliary materials through the development of new suppliers, centralized procurement and negotiations, thus effectively controlling any excessive rise in procurement costs.

##### 成本分析其他情況說明

報告期內，公司通過開發新供方、集中採購、合作談判等方式進一步降低原材料及輔材採購成本，有效控制了採購成本過快上漲。

##### (5) Change in scope of consolidation due to change in shareholding of major subsidiaries during the Reporting Period

☐ Applicable ☒ Not applicable

##### (5). 報告期主要子公司股權變動導致合併範圍變化

☐ 適用 ☒ 不適用

##### (6) Significant changes or adjustment in businesses, products or services of the Company during the Reporting Period

☐ Applicable ☒ Not applicable

##### (6). 公司報告期內業務、產品或服務發生重大變化或調整有關情況

☐ 適用 ☒ 不適用



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (i) Analysis of principal business (Continued)

##### 2. Analysis of income and cost (Continued)

##### (7) Information on major customers and major suppliers

##### A. Sales to major customers of the Company

☒ Applicable ☐ Not applicable

Sales to five largest customers amounted to RMB381,228,600, representing 23.14% of total annual sales, of which sales to related parties were RMB0, representing 0% of total annual sales.

Sales from the largest customer amounted to approximately RMB97,092,801.85, representing approximately 5.89% of total annual sales.

During the Reporting Period, the proportion of sales to a single customer exceeds 50% of the total amount, there are new customers among the top 5 customers or there is heavy reliance on few customers

☐ Applicable ☒ Not applicable

##### B. Major suppliers of the Company

☒ Applicable ☐ Not applicable

Procurement from the five largest suppliers amounted to RMB364,166,000, representing 29.85% of total annual procurement cost, of which procurement from related parties were RMB130,494,400, representing 10.70% of total annual procurement cost.

Procurement from the largest supplier amounted to approximately RMB130,494,402.90, representing approximately 10.70% of total annual procurement cost.

During the Reporting Period, the proportion of procurement from a single supplier exceeds 50% of the total amount, there are new suppliers among the top 5 suppliers or there is heavy reliance on few suppliers

☐ Applicable ☒ Not applicable

Other information:  
Nil

#### 五、報告期內主要經營情況(續)

##### (一) 主營業務分析(續)

##### 2、收入和成本分析(續)

##### (7). 主要銷售客戶及主要供應商情況

##### A. 公司主要銷售客戶情況

☒ 適用 ☐ 不適用

前五名客戶銷售額人民幣38,122.86萬元，佔年度銷售總額23.14%；其中前五名客戶銷售額中關聯方銷售額人民幣0元，佔年度銷售總額0%。

最大客戶所佔銷售額約人民幣97,092,801.85元，佔年度銷售總額約5.89%。

報告期內向單個客戶的銷售比例超過總額的50%、前五名客戶中存在新增客戶的或嚴重依賴於少數客戶的情形

☐ 適用 ☒ 不適用

##### B. 公司主要供應商情況

☒ 適用 ☐ 不適用

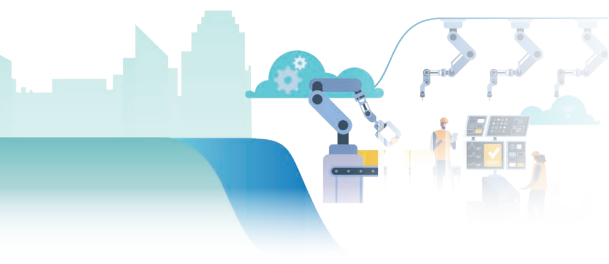
前五名供應商採購額人民幣36,416.60萬元，佔年度採購總額29.85%；其中前五名供應商採購額中關聯方採購額人民幣13,049.44萬元，佔年度採購總額10.70%。

最大供應商採購額約人民幣130,494,402.90元，佔年度採購總額約10.70%。

報告期內向單個供應商的採購比例超過總額的50%、前五名供應商中存在新增供應商的或嚴重依賴於少數供應商的情形

☐ 適用 ☒ 不適用

其他說明：  
無



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued)

#### 五、報告期內主要經營情況(續)

##### (i) Analysis of principal business (Continued)

##### (一) 主營業務分析(續)

###### 3. Expenses

☒ Applicable ☐ Not applicable

###### 3. 費用

☒ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item	科目	Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Selling expense	銷售費用	44,335,591.91	45,065,193.02	-1.62
Administrative expense	管理費用	127,786,552.09	120,477,225.32	6.07
Research and development expenses	研發費用	69,021,375.00	66,447,976.37	3.87
Financial cost	財務費用	11,723,605.52	13,558,224.97	-13.53

###### 4. Research and development expenditure

###### (1) Breakdown of research and development expenditure

☒ Applicable ☐ Not applicable

###### 4. 研發投入

###### (1). 研發投入情況表

☒ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Research and development expenditure recorded in expenses during the period	本期費用化研發投入	69,021,375.00
Research and development expenditure capitalized during the period	本期資本化研發投入	
Total research and development expenditure	研發投入合計	69,021,375.00
Percentage of total research and development expenditure over operating income (%)	研發投入總額佔營業收入比例(%)	4.19
Percentage of research and development expenditure capitalised (%)	研發投入資本化的比重(%)	

###### (2) Research and development staff

☒ Applicable ☐ Not applicable

###### (2). 研發人員情況表

☒ 適用 ☐ 不適用

Number of research and development staff of the Company	公司研發人員的數量	205
Number of research and development staff over total number of staff of the Company (%)	研發人員數量佔公司總人數的比例(%)	14.9%

###### Educational structure of research and development staff 學歷結構類別

Category of educational structure	學歷結構類別	Number of staff under the educational structure 學歷結構人數
PhD student	博士研究生	0
Postgraduate	碩士研究生	29
Undergraduate	本科	124
Specialties	專科	38
Senior high school graduates and below	高中及以下	14

###### Age structure of research and development staff 年齡結構類別

Age structure category	年齡結構類別	Number of staff under the age structure 年齡結構人數
Under 30 (exclusive)	30歲以下(不含30歲)	79
30 (inclusive) to 40 (exclusive)	30-40歲(含30歲, 不含40歲)	69
40 (inclusive) to 50 (exclusive)	40-50歲(含40歲, 不含50歲)	48
50 (inclusive) to 60 (exclusive)	50-60歲(含50歲, 不含60歲)	7
60 and above	60歲及以上	2

###### (3) Description

☐ Applicable ☒ Not applicable

###### (3). 情況說明

☐ 適用 ☒ 不適用

###### (4) Reasons for the significant changes in the composition of the research and development staff and the impact on the future development of the Company

☐ Applicable ☒ Not applicable

###### (4). 研發人員構成發生重大變化的原因及對公司未來發展的影響

☐ 適用 ☒ 不適用

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## V. Principal Operation during the Reporting Period (Continued)

### (i) Analysis of principal business (Continued)

#### 5. Cash flows

☒ Applicable ☐ Not applicable

### (一) 主營業務分析(續)

#### 5、現金流

☒ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item	科目	Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Cash inflows from operating activities	經營活動現金流入	1,238,839,920.84	1,240,538,087.35	-0.14
Cash outflows from operating activities	經營活動現金流出	1,296,432,582.80	1,174,178,165.03	10.41
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	-57,592,661.96	66,359,922.32	-
Cash inflows from investing activities	投資活動現金流入	17,206,572.00	3,175,195.39	441.91
Cash outflows from investing activities	投資活動現金流出	102,772,424.79	160,245,453.62	-35.87
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-85,565,852.79	-157,070,258.23	-
Cash inflows from financing activities	籌資活動現金流入	295,000,000.00	419,582,000.00	-29.69
Cash outflows from financing activities	籌資活動現金流出	174,261,363.89	163,391,631.13	6.65
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	120,738,636.11	256,190,368.87	-52.87

Description:

說明：

- Net cash flows from operating activities decreased by approximately RMB123,952,600 year on year, which was mainly due to an increase in cash paid for goods and services during the current period as compared with the previous period;
- Net cash flows from investing activities increased by approximately RMB71,504,400 year on year, which was mainly due to an increase in net cash derived from the disposal of fixed assets, intangible assets and other long-term assets during the current period and a year-on-year decrease in cash paid for the purchase of fixed assets, intangible assets and other long-term assets during the current period;
- Net cash flows from financing activities decreased by approximately RMB135,451,700 year on year, which was mainly due to the special funds and employee share incentive payments received during the previous period.

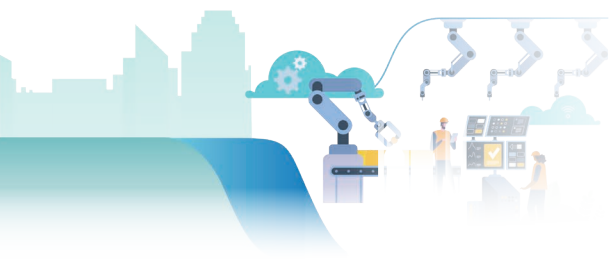
- 經營活動現金淨額同比減少約人民幣123,952.26萬元，主要是因為本期購買商品、接受勞務支付的現金較上期增加所致；
- 投資活動產生的現金流量淨額同比增加約人民幣7,150.44萬元，主要是本期處置固定資產、無形資產和其他長期資產收回的現金淨額增加，以及本期購建固定資產、無形資產和其他長期資產支付的現金同比減少所致；
- 籌資活動產生的現金流量淨額同比減少約人民幣13,545.17萬元，主要是上期收到專項資金以及收到員工股權激勵款所致。

### (ii) Description of material change in profit due to non-principal business

☐ Applicable ☒ Not applicable

### (二) 非主營業務導致利潤重大變化的說明

☐ 適用 ☒ 不適用



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued)

##### (iii) Analysis of assets and liabilities

√ Applicable □ Not applicable

##### 1. Assets and liabilities

#### 五、報告期內主要經營情況(續)

##### (三) 資產、負債情況分析

√ 適用 □ 不適用

##### 1、資產及負債狀況

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Name of item	Balance at the end of the current period	Balance at the end of the current period over total assets (%)	Balance at the end of the previous period	Balance at the end of the previous period over total assets (%)	Change in amount over the previous period (%)	Description
項目名稱	本期期末數	本期期末數佔總資產的比例(%)	上期期末數	上期期末數佔總資產的比例(%)	本期期末金額較上期期末變動比例(%)	情況說明
Notes receivable 應收票據	14,048,892.34	0.46	3,590,000.00	0.13	291.33	Mainly due to an increase in undue acceptance bills 主要是未到期承兌匯票增加所致
Accounts receivable 應收賬款	499,865,493.32	16.19	385,061,945.72	13.69	29.81	Mainly due to longer credit periods given to customers, which led to an increase in receivables 主要因為客戶賬期增加，應收賬款增加
Receivable financing 應收款項融資	17,738,416.42	0.57	32,346,639.47	1.15	-45.16	Mainly due to a decrease in undue acceptance bills 主要是未到期的承兌匯票減少所致
Contractual assets 合同資產	17,727,137.20	0.57	-	0.00	N/A 不適用	Mainly due to the reclassification of undue retention receivables 主要是未到期的質保金重分類所致
Other current assets 其他流動資產	66,859,038.79	2.17	9,687,325.81	0.34	590.17	Mainly due to an increase in value-added tax retained by subsidiaries 主要是下屬子公司增值稅留抵增加所致
Construction in progress 在建工程	280,234,944.36	9.08	74,093,650.27	2.63	278.22	Mainly due to the increased investment in production lines by subsidiaries 主要是下屬子公司加大生產線投入所致
Other non-current assets 其他非流動資產	18,299,049.58	0.59	88,393,971.47	3.14	-79.30	Mainly due to a decrease in prepayments for equipment by subsidiaries during the current period 主要是本期下屬子公司預付設備款減少所致
Short-term borrowings 短期借款	230,000,000.00	7.45	140,000,000.00	4.98	64.29	Mainly due to an increase in bank borrowings by subsidiaries during the current period 主要是本期下屬子公司銀行借款增加所致
Notes payable 應付票據	116,344,018.02	3.77	85,759,357.39	3.05	35.66	Mainly due to an increase in bank acceptances issued by subsidiaries 主要是下屬子公司開立銀行承兌匯票增加所致
Contractual liabilities 合同負債	65,835,225.59	2.13	47,451,038.27	1.69	38.74	Mainly due to an increase in advances from customers during the current period 主要是本期預收款項增加所致
Other current liabilities 其他流動負債	14,537,663.61	0.47	9,200,236.26	0.33	58.01	Mainly due to an increase in notes receivable of subsidiaries that did not meet the conditions for derecognition and an increase in the reclassification of value-added tax in contractual liabilities during the current period 主要是本期下屬子公司不符合終止確認條件的應收票據增加以及合同負債中的增值稅重分類增加所致
Long-term borrowings 長期借款	133,350,000.00	4.32	70,000,000.00	2.49	90.50	Mainly due to an increase in long-term borrowings by subsidiaries for project development during the current period 主要是本期下屬子公司因項目建設增加長期借款所致
Estimated liabilities 預計負債	7,986,099.32	0.26	4,989,719.00	0.18	60.05	Mainly due to the accrual of quality guarantee deposits by subsidiaries during the current period 主要是本期下屬子公司計提質量保證金所致
Deferred incomes 遞延收益	13,453,008.53	0.44	7,998,474.74	0.28	68.19	Mainly due to the receipt of special research and development funds by subsidiaries during the current period 主要是本期下屬子公司收到專項研發經費所致
Other comprehensive income 其他綜合收益	4,172,992.51	0.14	3,094,393.89	0.11	34.86	Mainly due to the effect of exchange differences on foreign currency statements 主要是外幣報表折算差額影響所致
Special reserves 專項儲備	1,222,044.23	0.04	381,371.62	0.01	220.43	Mainly due to an increase in the accrual of production safety expenses by subsidiaries 主要是下屬子公司計提安全生產費增加所致
Other information Nil						其他說明： 無

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (iii) Analysis of assets and liabilities (Continued)

###### 2. Overseas assets

☒ Applicable ☐ Not applicable

###### (1) Size of assets

Including: overseas assets of RMB83,861,680.17, accounting for 2.72% of the total assets.

###### (2) Details of the higher proportion of overseas assets

☐ Applicable ☒ Not applicable

###### 3. Major restricted assets at the end of the Reporting Period

☒ Applicable ☐ Not applicable

#### 五、報告期內主要經營情況(續)

##### (三) 資產、負債情況分析(續)

###### 2、境外資產情況

☒ 適用 ☐ 不適用

###### (1) 資產規模

其中：境外資產人民幣83,861,680.17元，佔總資產的比例為2.72%。

###### (2) 境外資產佔比較高的相關說明

☐ 適用 ☒ 不適用

###### 3、截至報告期末主要資產受限情況

☒ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Item 項目	Book balance 賬面餘額	Book value 賬面價值	End of the year 期末 Type of restriction 受限類型	Condition of restriction 受限情況
Fixed assets 固定資產	160,638,154.58	96,058,176.93	Pledged property buildings 房屋建築物抵押	Security for borrowings and bank acceptance 借款和銀行承兌抵押
Financing receivables 應收款項融資	2,800,000.00	2,800,000.00	Pledged notes receivable 應收票據質押	Pledge 質押
Monetary funds 貨幣資金	69,544,018.02	69,544,018.02	Margin 保證金	Deposits for bank acceptance bills 銀行承兌匯票保證金
	1,639,488.83	1,639,488.83	Margin 保證金	Letter of credit guarantee deposit 信用證保證金
	1,232,613.74	1,232,613.74	Litigation freeze 訴訟凍結	Litigation freeze 訴訟凍結
Total 合計	235,854,275.17	171,274,297.52	-	-

Item 項目	Book balance 賬面餘額	Book value 賬面價值	Beginning of the year 期初 Type of restriction 受限類型	Condition of restriction 受限情況
Fixed assets 固定資產	139,823,125.79	78,551,161.30	Pledged property buildings 房屋建築物抵押	Mortgage 抵押借款
Financing receivables 應收款項融資	4,928,000.00	4,928,000.00	Pledged notes receivable 應收票據質押	Pledge 質押
Monetary funds 貨幣資金	65,688,058.02	65,688,058.02	Margin 保證金	Deposits for bank acceptance bills 銀行承兌匯票保證金
	7,228,638.76	7,228,638.76	Margin 保證金	Letter of credit guarantee deposit 信用證保證金
	500.69	500.69	Margin 保證金	Bond for letter of guarantee 保函保證金
Total 合計	217,668,323.26	156,396,358.77	-	-

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### V. Principal Operation during the Reporting Period (Continued)

##### (iii) Analysis of assets and liabilities (Continued)

###### 4. Other descriptions

☐ Applicable ☒ Not applicable

##### (iv) Analysis of industry operation

☒ Applicable ☐ Not applicable

The principal business of the Company is gas storage and transportation equipment manufacturing and intelligent equipment manufacturing. For specific industry-related information, please refer to the section headed "Management Discussion and Analysis" in this annual report.

##### (v) Analysis of investments

###### General analysis of external equity investments

☐ Applicable ☒ Not applicable

###### 1. Material equity investments

☒ Applicable ☐ Not applicable

##### (三) 資產、負債情況分析(續)

###### 4、其他說明

☐ 適用 ☒ 不適用

##### (四) 行業經營性信息分析

☒ 適用 ☐ 不適用

公司主營業務為氣體儲運裝備製造及智能設備製造，行業相關的具體信息見本年度報告中「管理層討論與分析」章節內容。

##### (五) 投資狀況分析

###### 對外股權投資總體分析

☐ 適用 ☒ 不適用

###### 1、重大的股權投資

☒ 適用 ☐ 不適用

Unit: 0'000 Yuan Currency: RMB  
單位：萬元 幣種：人民幣

Investee	Principal business	Whether the target is principally engaged in the investment business	Investment method	Invested amount	Shareholding percentage	Whether consolidated in the financial statements of the Group	Financial statement items (if applicable)	Sources of funds	Partner (if applicable)	Investment period (if any)	Progress as at the balance sheet date	Expected gain (if any)	Impact on profit or loss for the current period	Whether involved in litigation	Disclosure date (if any)	Disclosure index (if any)
被投資公司名稱	主要業務	標的是否主營投資業務	投資方式	投資金額	持股比例	是否併表	報表科目(如適用)	資金來源	合作方(如適用)	投資期限(如有)	截至資產負債表日的進展情況	預計收益(如有)	本期損益影響	是否涉訴	披露日期(如有)	披露索引(如有)
Beijing Tianhai Industry Co., Ltd.	Gas storage and transportation equipment	Yes	Capital Increase	20,000	100%	Yes		Budget funds for state-owned capital operation for 2022					No		2024.12.30	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk)
北京天海工業有限公司	氣體儲運裝備	是	增資	20,000	100%	是		2022年度國有資本經營預算資金					否		2024.12.30	上交所網站(www.sse.com.cn)及聯交所披露網站(www.hkexnews.hk)
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.	Gas storage and transportation equipment	Yes	Capital Increase	34,000	100%	Yes		RMB200 million from budget funds for state-owned capital operation for 2022 +RMB140 million from capital reserve					No		2024.12.30	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk)
北京天海氢能裝備有限公司	氣體儲運裝備	是	增資	34,000	100%	是		2022年度國有資本預算資金人民幣20,000萬元+資本公積轉增人民幣14,000萬元					否		2024.12.30	上交所網站(www.sse.com.cn)及聯交所披露網站(www.hkexnews.hk)
Total	/	/	/	54,000	/	/	/	/	/	/	/	/	/	/	/	/
合計	/	/	/	54,000	/	/	/	/	/	/	/	/	/	/	/	/

###### 2. Material non-equity investments

☐ Applicable ☒ Not applicable

###### 2、重大的非股權投資

☐ 適用 ☒ 不適用



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



#### V. Principal Operation during the Reporting Period (Continued)

##### (v) Analysis of investments (Continued)

###### General analysis of external equity investments (Continued)

###### 3. Financial assets measured at fair value

☐ Applicable ☒ Not applicable

Securities investment

☐ Applicable ☒ Not applicable

Description of securities investment

☐ Applicable ☒ Not applicable

Private fund investment

☐ Applicable ☒ Not applicable

Derivatives investment

☐ Applicable ☒ Not applicable

###### 4. Specific progress of major asset reorganisation and integration during the Reporting Period

☐ Applicable ☒ Not applicable

##### (vi) Material disposal of assets and equity interest

☐ Applicable ☒ Not applicable

##### (vii) Analysis of major subsidiaries and associates

☒ Applicable ☐ Not applicable

Company name 公司名稱	Business nature 業務性質	Principal products or services 主要產品或服務	Registered capital 註冊資本	Total assets 總資產	Net assets 淨資產	Net profit 淨利潤
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Production 生產	Production and sale of gas cylinders, accumulator shells, pressure vessels and auxiliary equipment, etc. 生產、銷售氣瓶、蓄能器、壓力容器及 配套設備等	RMB 748,759,761.190 人民幣 74,875.976119萬元	RMB 2,386,555,265.17 人民幣 2,386,555,265.17元	RMB 663,945,208.64 人民幣 663,945,208.64元	RMB -21,833,490.28 人民幣 -21,833,490.28元
Jingcheng Holding (Hong Kong) Company Limited 京城控股(香港)有限公司	Trading and investment 貿易投資	Import and export trade, investment holding and consultancy services, etc. 進出口貿易、投資控股及顧問服務等。	HK\$1,000 1,000港元	RMB 9,248,661.43 人民幣 9,248,661.43元	RMB 3,293,684.68 人民幣 3,293,684.68元	RMB 98,698.17 人民幣 98,698.17元
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Production 生產	Robots and automation equipment etc. 機器人與自動化裝備等	RMB21,418,633 人民幣2,141.8633萬元	RMB 470,823,851.52 人民幣 470,823,851.52元	RMB 333,458,147.13 人民幣 333,458,147.13元	RMB 45,794,191.99 人民幣 45,794,191.99元

##### (viii) Structured entities under the control of the Company

☐ Applicable ☒ Not applicable

#### 五、報告期內主要經營情況(續)

##### (五) 投資狀況分析(續)

###### 對外股權投資總體分析(續)

###### 3、以公允價值計量的金融資產

☐ 適用 ☒ 不適用

證券投資情況

☐ 適用 ☒ 不適用

證券投資情況的說明

☐ 適用 ☒ 不適用

私募基金投資情況

☐ 適用 ☒ 不適用

衍生品投資情況

☐ 適用 ☒ 不適用

###### 4、報告期內重大資產重組整合的具體進展情況

☐ 適用 ☒ 不適用

##### (六) 重大資產和股權出售

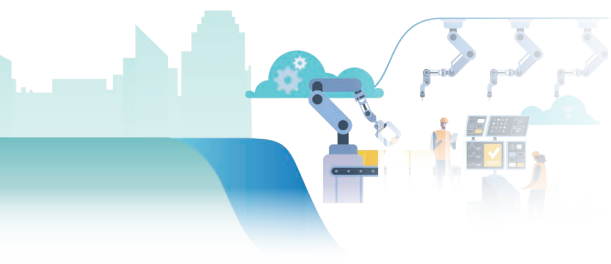
☐ 適用 ☒ 不適用

##### (七) 主要控股參股公司分析

☒ 適用 ☐ 不適用

##### (八) 公司控制的結構化主體情況

☐ 適用 ☒ 不適用



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company

### (i) Industry structure and trends

✓ Applicable    ☐ Not applicable

#### 1. Gas storage and transportation segment

Cylinders industry: With the heightened risks of tax increases in the United States and the European Union's anti-dumping investigations on cylinders exported from China, the uncertainties and pressures in the international market have further increased. Conversely, driven by policy stimuli and advancements in industrial upgrading, the demand for industrial cylinders in the domestic market will continue to recover. Demand for cylinders for specialty gases is expected to keep soaring as high-tech sectors such as the semiconductor and chip industries are thriving. However, the domestic market remains mostly a zero-sum game, with increasingly fierce competition. The fire extinguisher market is becoming further differentiated. The demand from fire safety in buildings is expected to maintain 2024 levels, while the demand from fire safety in new railway infrastructures will further decline, as the number of urban rail construction projects in China decreases year by year with the gradual improvement of the country's urban rails. On the other hand, the marine fire safety market is expected to record steady growth.

Compound gas cylinders industry: As the four-year demonstration period (from August 2021 to August 2025) regarding the use of hydrogen energy in five city clusters in China is drawing to an end, the government may expedite the implementation of demonstration projects regarding the adoption of hydrogen fuel cell vehicles. It is estimated that there remain 8,400 target vehicles from within these clusters and an additional 1,300 vehicles from outside these clusters, bringing the total to 9,700 vehicles. Furthermore, as the "low-altitude economy" has increasingly featured in government work reports, the hydrogen energy business will see new opportunities in the drone sector. The rapid decline in the costs of compound gas cylinders has made it possible to transport high value-added gases such as electronic gases in bundles. In the international market, there will also be certain market opportunities in the storage and transportation of helium, hydrogen and natural gas.

Cryogenic storage and transportation industry: The overall market demand for industrial cryogenic gas cylinders is expected to remain steady in 2025. As the Russia-Ukraine conflict and natural gas supply gradually stabilize, the sales of HPDI products are expected to maintain the high levels observed in 2024.

## 六、公司關於公司未來發展的討論與分析

### (一) 行業格局和趨勢

✓ 適用    ☐ 不適用

#### 1、氣體儲運板塊

鋼瓶產業：隨著美國加稅風險的提升以及歐盟對國內鋼瓶的反傾銷調查，國際市場的不確定性和壓力進一步加劇；國內市場隨政策刺激和工業升級的推進，工業瓶市場需求將繼續恢復，特別是半導體、芯片等高精尖行業快速發展，特種氣體佔比有望持續提升，但國內市場主要為存量博弈，競爭愈演愈烈。消防瓶市場進一步分化，樓宇消防預計保持2024年水平，軌道消防隨著我國城市軌道逐步完善，城市軌道建設逐年遞減，市場需求將進一步下滑，船用消防市場預計保持穩定增長。

複合氣瓶產業：氫能產業五大城市示範群的四年承諾考核臨近（2021年8月-2025年8月），政府可能加快交通示範項目落地，預計五大示範群剩餘任務目標8,400輛，示範群外車輛數量預計1,300輛，合計9,700輛。同時，隨著「低空經濟」在政府工作報告中頻繁出現，無人機領域的氫能業務迎來了新機遇。複合氣瓶成本的快速下降為電子氣等高附加值氣體的集束運輸提供了可能性，國際市場方面在氬氣、氫氣和天然氣的儲運領域也將存在一定的市場機會。

低溫儲運產業：工業低溫瓶2025年市場整體需求將保持平穩。隨著俄烏衝突及天然氣供應逐步穩定，HPDI產品銷售將維持2024年的高水平。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (i) Industry structure and trends (Continued)

#### 2. Intelligent manufacturing segment

In 2024, under the auspices of national support policies, China's industrial robot industry continued to develop healthily, with the output of industrial robots increasing by 14.2% year on year. Although the annual sales of industrial robots fell slightly year on year, they continue to exhibit a promising trend across various sectors. After years of industry consolidation and technology accumulation, China's industrial robot industry is advancing towards international competition and domestic substitution, with significant growth in the export volume as well as the market share of domestically produced products in 2024.

As the trend of active investment and financing in China's industrial robot industry continues, the market is set to enter a pivotal phase in 2025, which will be characterized by technological integration, market expansion and a diversification of competitive dynamics. The development potential of domestic industrial robots appears immensely promising, with an expected increase in market share and accelerated progress towards domestic substitution.

### (ii) Development strategies of the Company

✓ Applicable    ☐ Not applicable

#### 1. Gas Storage and Transportation Segment

Positioning: A global leading enterprise in the manufacturing and services of gas storage and transportation equipment.

Strategy: Continuously strengthening the leading position and market position of industrial gas cylinder and fire-fighting gas cylinders to enhance its profitability; focusing and optimizing the product structure of natural gas business, maintaining an appropriate scale, innovating the operating model to enhance its competitive edge; increasing its expansion into the hydrogen energy market and its efforts in technology transfer, accelerating the industrialisation and batching process of Type IV Cylinders to seize the opportunity to develop the hydrogen energy industry.

#### 2. Intelligent Manufacturing Segment

Positioning: An industry leading comprehensive intelligent manufacturing solutions provider.

Strategy: Focusing on the industrial automation equipment manufacturing field and deeply engaging in the home appliances industry, industrial automation, robotics integration applications, production and manufacturing as well as integrated applications of intelligent manufacturing equipment and other products, providing comprehensive solutions for enterprises in intelligent manufacturing, maintaining the competitive advantages of existing products and actively expanding new markets.

## 六、公司關於公司未來發展的討論與分析(續)

### (一) 行業格局和趨勢(續)

#### 2、智能製造板塊

2024年在國家支持政策推動下，中國工業機器人行業持續健康發展，工業機器人產量同比增長14.2%。雖然工業機器人全年銷量同比去年略有下降，但在各行各業中仍保持較好態勢。經過多年的行業沉澱和技術積累，中國的工業機器人產業正在朝著出海競爭、國產替代方向發展，2024年國產產品的出口量和市場份額均顯著增長。

隨著中國工業機器人行業投融資活躍態勢的延續，2025年工業機器人市場將迎來技術融合、市場空間拓展和競爭格局多元化的關鍵時期，國產工業機器人的發展潛力巨大，市場佔有率提升，國產替代進程加速。

### (二) 公司發展戰略

✓ 適用    ☐ 不適用

#### 1、氣體儲運板塊

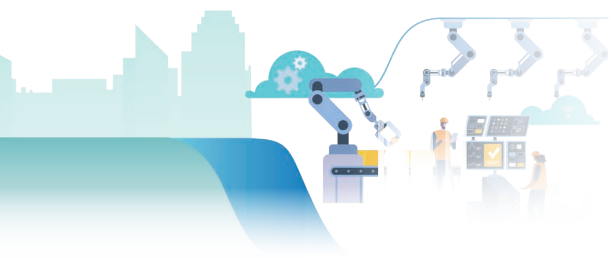
企業定位：打造全球領先的氣體儲運裝備製造及服務企業。

戰略思路：繼續鞏固工業氣瓶和消防氣瓶的領先優勢和市場地位，提升盈利能力；聚焦、優化天然氣業務產品結構，保持適度規模，創新運營模式，提升競爭優勢；加大氫能市場佈局與技術轉化力度，加快四型瓶產業化、批量化進程，搶佔氫能行業發展先機。

#### 2、智能製造板塊

企業定位：打造行業領先的智能製造整體解決方案服務商。

戰略思路：聚焦工業自動化設備製造領域，深耕家電業，工業自動化、機器人集成應用、智能製造裝備等產品生產製造及集成應用，為企業提供智能製造整體解決方案，保持現有產品競爭優勢，積極拓展新市場。



## Section 3

## Management Discussion and Analysis

### 第三節 管理層討論與分析

#### VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

##### (iii) Operating plan

☒ Applicable ☐ Not applicable

The year 2025 marks the concluding year of the “14th Five-Year Plan” and is also a pivotal year for its implementation. Guided by its “14th Five-Year Plan” strategy, the Company will wholeheartedly embrace the new development philosophy, with a view to contributing to the development of Beijing as an international science and technology innovation hub, implementing the “Five Initiatives” and adapting itself to the new development dynamic. It will drive development through innovation, carry out reforms to create new momentum and comprehensively enhance its management. It will accelerate the robust development of the hydrogen energy industry while continuously deepening its commitment to stringent party governance. It will be devoted to realizing its goals set for 2025, making every effort to promote its high-quality development and achieve new results.

##### (iv) Potential risks

☒ Applicable ☐ Not applicable

###### 1. Risk of deterioration of the international situation

Uncertainties in international trade and market demand have increased, and the risks of overseas trade have intensified.

Firstly, the risk of global economic recession will rise, inflation is expected to continue, geopolitical conflicts will escalate and threaten the recovery of global trade, and the export market as a whole will face greater downward pressure.

Secondly, the competition between China and the United States will escalate, with more tariff hurdles and trade frictions. Meanwhile, with the increasing competition in the European market, there will be greater uncertainty in export market revenues.

Thirdly, the ongoing tensions resulting from the Russia-Ukraine conflict has led to significant changes in the energy structure of Europe, with the energy structure changing from natural gas to electrification in the long term. There will be major changes in the LNG market, resulting in a reduction in demand for LNG storage and transportation equipment.

###### 2. Risk of intensified market competition

Although the overall gas storage and transportation market has been showing a steady rising trend, competition in the industry has intensified. The product market may change in the future, which will bring some uncertain factors and influences to the Company's business development. Therefore, in the future, the Company must focus on technological self-reliance, continue to improve its independent innovation capability, make scientific deployments, and make every effort to drive scientific and technological innovation. The Company will also enhance its market and competition awareness, highlight the direction of professional development, and consolidate, expand and enlarge its market share.

#### 六、公司關於公司未來發展的討論與分析(續)

##### (三) 經營計劃

☒ 適用 ☐ 不適用

2025年是實施「十四五」規劃的收官一年、關鍵一年、攻堅之年，公司將全面貫徹新發展理念，以公司「十四五」戰略為統領，服務北京國際科技創新中心建設，落實「五子聯動」融入新發展格局，創新驅動發展，改革激發活力，全面推動管理提升，加速推動氫能產業發展壯大，不斷將全面從嚴治黨引向深入，努力實現2025年各項任務目標，全力以赴推動公司高質量發展取得新成效。

##### (四) 可能面對的風險

☒ 適用 ☐ 不適用

###### 1、國際局勢惡化風險

國際貿易和市場需求的不確定性增加，海外貿易的風險加大。

一是世界經濟衰退風險上升、通脹預期延續，地緣政治衝突升級威脅著全球貿易復甦，出口市場整體面臨較大下行壓力。

二是中美競爭加劇，關稅障礙增加，貿易摩擦增強；同時，歐洲市場競爭加劇，導致出口市場收入存在較大不確定性。

三是俄烏衝突的持續緊張導致歐洲能源結構發生重大變化，從長遠來看，能源結構從天然氣向電氣化轉變。LNG市場發生較大變化，LNG儲運裝備需求減少。

###### 2、市場競爭加劇風險

儘管氣體儲運市場總體呈現穩中有升的態勢，但是行業競爭愈加激烈，未來產品市場可能會發生變化，也會給公司的經營發展帶來一定的不確定因素和影響。因此未來公司要突出科技自立自強，持續提升自主創新能力，科學部署，全力推進科技創新工作。增強市場意識和競爭意識，突出專業化發展方向，鞏固、拓展、擴大市場份額。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (iv) Potential risks (Continued)

#### 3. Risk of new business and new market development

Hydrogen energy and fuel cells are currently dominated by commercial vehicles in China, are mainly used in the fields of logistics, public transportation and large buses, and are still at the stage of building up momentum. Due to national and local policies and other sources of uncertainty, the Company has encountered unexpected risks in the development of new businesses and new markets. The Company will continue to drive the development of hydrogen energy business and enhance core technology to improve the core competitiveness of its products.

### (v) Others

☒ Applicable ☐ Not applicable

#### 1. Analysis of operating results

During the Reporting Period, the Company's total profit increased by approximately RMB93,110,000 year on year. The operating profit increased by approximately RMB94,202,600 year on year and the net non-operating expenses decreased by approximately RMB1,092,600 year on year. The operating income increased by approximately RMB243,364,600 year on year and the operating cost increased by approximately RMB149,084,200 year on year.

During the Reporting Period, taxes and surcharges increased by approximately RMB3,376,800 or 42.68% year on year, which was mainly due to an increase in current tax payable.

During the Reporting Period, investment income increased by approximately RMB5,015,500 or 41.80% year on year, which was mainly due to an increase in gain on debt restructuring.

During the Reporting Period, credit impairment loss increased by approximately RMB6,284,200 year on year, which was mainly due to an increase in receivables, which led to an increase in bad debt provisions.

During the Reporting Period, asset impairment loss decreased by approximately RMB9,790,100 year on year, which was mainly due to a decrease in the difference between the net realizable value of inventories and selling prices during the year, which resulted in a corresponding decrease in the provision for inventory write-downs.

During the Reporting Period, income from the disposal of assets increased by approximately RMB47,800 year on year, which was mainly due to an increase in income from the disposal of assets.

During the Reporting Period, non-operating income decreased by approximately RMB620,600, which was mainly due to the receipt of compensation by subsidiaries in the previous period.

During the Reporting Period, non-operating expenses increased by approximately RMB472,000, which was mainly due to the payment of compensation by subsidiaries and an increase in loss on the damage or retirement of fixed assets.

## 六、公司關於公司未來發展的討論與分析(續)

### (四) 可能面對的風險(續)

#### 3、新業務新市場開拓風險

氫能及燃料電池目前中國以商用車為主，主要應用在物流、公交和大巴等領域，尚處於蓄勢待發階段，受國家和各地政策等較多不確定因素影響，公司在發展新業務、新市場開拓方面則會遇到不可預期的風險。公司將繼續加大氫能業務發展力度，加強核心技術攻關，提高產品核心競爭力。

### (五) 其他

☒ 適用 ☐ 不適用

#### 1、經營成果分析

報告期公司利潤總額比上年同期增加約人民幣9,311.00萬元，營業利潤同比增加約人民幣9,420.26萬元，營業外收支淨額同比減少約人民幣109.26萬元。營業收入比上年同期增加約人民幣24,336.46萬元，營業成本比上年同期增加約人民幣14,908.42萬元。

報告期稅金及附加較上年同期增加了人民幣337.68萬元，增長42.68%，主要因為當期繳納稅金增加；

投資收益較上年同期增加了人民幣501.55萬元，增長41.80%，主要因為債務重組收益增加；

報告期信用減值損失較上年同期增加約人民幣628.42萬元，主要是應收款項增加導致的壞賬準備增加所致；

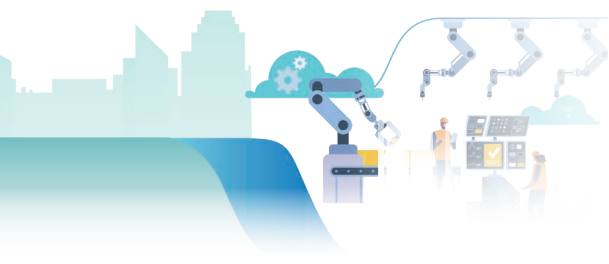
報告期資產減值損失較上年同期減少約人民幣979.01萬元，主要是本年存貨可變現淨值與售價差距縮小，存貨跌價準備計提相應減少所致；

報告期資產處置收益較上年同期增加約人民幣4.78萬元，主要是本年處置資產收益增加所致；

報告期營業外收入減少約人民幣62.06萬元，主要是上期下屬子公司收到賠償金收入所致；及

報告期營業外支出增加約人民幣47.20萬元，主要是下屬子公司支付賠償金以及固定資產毀損報廢損失增加所致。





## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

##### (v) Others (Continued)

##### 2. Analysis of assets, liabilities and shareholders' equity

Total assets and total liabilities increased at the end of the Reporting Period, as compared with that of the beginning of the year. Total assets amounted to approximately RMB3,086,613,300, representing an increase of approximately RMB274,269,800 or 9.75% as compared with the beginning of the year. Total liabilities amounted to approximately RMB1,674,456,100, representing an increase of approximately RMB240,519,300 or 16.77% as compared with the beginning of the year. Total shareholders' equity amounted to approximately RMB1,412,157,200, representing an increase of approximately RMB33,750,500 or 2.45% as compared with the beginning of the year.

##### 3. Analysis of financial position

By implementing prudent financial policies, the Company established a strict risk control system for investment, financing and cash management to maintain a sound capital structure and solid financing channels. The Company kept its loan scale under strict control so that it could satisfy the capital needs for its operating activities while minimizing its financing cost and preventing financial risks by fully utilizing financial instruments, with a view to achieving sustainable growth and maximizing shareholder value.

##### *Liquidity and capital structure*

(1) Debt ratio	(1) 資產負債率
(2) Quick ratio	(2) 速動比率
(3) Current ratio	(3) 流動比率
(4) Gearing ratio	(4) 資本負債率

##### 4. Bank loans

The Company prudently implemented its annual capital budget plan in accordance with changes in the market environment and the requirements of customers to strictly control its bank loan scale. The Company fully utilized financial instruments to reduce its financing cost and prevent financial risks to improve the profit of the Company and shareholders while satisfying the capital needs for the operating activities of the Company. At the end of the Reporting Period, the Company's short-term loans increased by RMB90,000,000 or 64.29%, as compared with the beginning of the period, and its long-term loans increased by RMB63,350,000 or 90.50% as compared with the beginning of the period.

#### 六、公司關於公司未來發展的討論與分析(續)

##### (五) 其他(續)

##### 2、資產、負債及股東權益分析

本報告期末總資產及總負債較年初相比均有所增加。資產總額人民幣308,661.33萬元，比年初增加約人民幣27,426.98萬元，增加了9.75%。負債總額約人民幣167,445.61萬元，比年初增加約人民幣24,051.93萬元，增加了16.77%。股東權益總額約人民幣141,215.72萬元，比年初增加人民幣3,375.05萬元，增加了2.45%。

##### 3、財務狀況分析

公司實施謹慎的財務政策，對投資、融資及現金管理等建立了嚴格的風險控制體系，一貫保持穩健的資本結構和良好的融資渠道，公司嚴格控制貸款規模，在滿足公司經營活動資金需求的同時，充份利用金融工具努力降低財務費用和防範財務風險，以實現公司持續發展和股東價值的最大化。

##### *流動性和資本結構*

2024 2024年	2023 2023年
54.25%	50.99%
119.29%	127.30%
152.85%	164.76%
118.57%	104.03%

##### 4、銀行借款

公司認真執行年度資金收支預算，並依據市場環境變化和客戶要求，嚴格控制銀行貸款規模。在滿足公司經營活動資金需求的同時，充份利用金融工具努力降低財務費用和防範財務風險，提高公司及股東收益。報告期末公司短期借款比期初增加人民幣9,000.00萬元，增長64.29%；長期借款比期初增加人民幣6,335.00萬元，增長90.50%。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others (Continued)

#### 5. Foreign exchange risk management

The Company is mainly exposed to foreign exchange risk relating to US dollars and euro. The Group's main operation is settled by RMB, except for the Company's subsidiaries, Beijing Tianhai, BTIC America Corporation and Jingcheng Holding (Hong Kong) Co., Ltd., which use US dollars and euro for procurement and sale. Accordingly, it may be exposed to foreign exchange risk arising from changes in exchange rates between US dollars, euro and RMB. The Company actively adopted measures to reduce foreign exchange risk.

#### Principal sources of funds and their use

- Cash flows from operating activities**  
Cash inflows from operating activities of the Company during the Reporting Period were mainly derived from the income from product sales. Cash outflows were mainly used in expenses related to production and operating activities. During the Reporting Period, cash inflows from operating activities amounted to RMB1,238,839,900, while cash outflows amounted to RMB1,296,432,600. Net cash flows during the Reporting Period from operating activities amounted to a loss of RMB57,592,700.
- Cash flows from investing activities**  
During the Reporting Period, cash inflows from investing activities of the Company amounted to RMB17,206,600, which mainly came from the disposal of fixed assets during the period, while cash outflows from investing activities amounted to RMB102,772,400, which were mainly used in expenses for the purchase and construction of fixed assets. Net cash flows from investing activities during the Reporting Period amounted to a loss of RMB85,565,900.

## 六、公司關於公司未來發展的討論與分析(續)

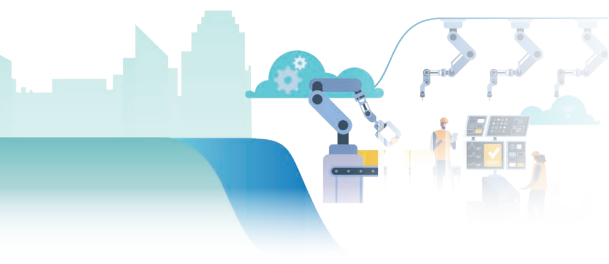
### (五) 其他(續)

#### 5、外匯風險管理

本公司承受外匯風險主要與美元、歐元有關，除本公司的下屬子公司北京天海、天海美洲公司、京城控股(香港)有限公司以美元、歐元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。因此可能面臨美元、歐元與人民幣匯率變動引起的外匯風險，公司積極採取措施，努力降低外匯風險。

#### 資金主要來源和運用

- 經營活動現金流量**  
報告期公司經營活動產生的現金流入主要來源於銷售商品業務收入，現金流出主要用於生產經營活動有關的支出。報告期經營活動產生的現金流入人民幣123,883.99萬元，現金流出人民幣129,643.26萬元，報告期經營活動產生的現金流量淨額為虧損人民幣5,759.27萬元。
- 投資活動現金流量**  
報告期公司投資活動產生的現金流入為人民幣1,720.66萬元，主要是本期處置固定資產收回的款項；投資活動支出的現金人民幣10,277.24萬元，主要用於購建固定資產等資金支出，報告期投資活動產生的現金流量淨額為虧損人民幣8,556.59萬元。



## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析

#### VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

##### (v) Others (Continued)

##### 5. Foreign exchange risk management (Continued)

##### Principal sources of funds and their use (Continued)

##### 3. Cash flows from financing activities

Cash inflows from financing activities during the Reporting Period amounted to RMB295,000,000, which were mainly derived from bank borrowings. Cash outflows from financing activities during the Reporting Period amounted to RMB174,261,400, which were mainly due to the repayment of loans, interest expenses and the payment of operating lease rentals. Net cash flows from financing activities during the Reporting Period amounted to RMB120,738,600.

In 2024, net cash flows from operating activities decreased by approximately RMB123,952,600 year on year, which was mainly due to an increase in cash paid for the purchase of goods and services as compared with the previous period. Net cash flows from investing activities increased by approximately RMB71,504,400 year on year, which were mainly due to an increase in net cash derived from the disposal of fixed assets, intangible assets and other long-term assets during the current period and a year-on-year decrease in cash paid for the purchase and construction of fixed assets, intangible assets and other long-term assets during the current period. Net cash flows from financing activities decreased by approximately RMB135,451,700 year on year, which was mainly due to the special funds and employee share incentive payments received during the previous period.

##### Capital structure

During the Reporting Period, the Company's capital structure consisted of shareholders' equity and liabilities. Shareholders' equity amounted to RMB1,412,157,200, including minority interest of RMB328,000,600, and total liabilities amounted to RMB1,674,456,100. Total assets amounted to RMB3,086,613,300. As at the end of the period, the Company's gearing ratio was 54.25%.

##### Capital structure by liquidity

Total current liabilities 流動負債合計	RMB961,752,700 人民幣96,175.27萬元
Total shareholders' equity 股東權益合計	RMB1,412,157,200 人民幣141,215.72萬元
Of which: Minority interest 其中：少數股東權益	RMB328,000,600 人民幣32,800.06萬元

##### Contingent liabilities

As at the end of the Reporting Period, the Company did not have any discloseable significant contingent liabilities.

#### 六、公司關於公司未來發展的討論與分析(續)

##### (五) 其他(續)

##### 5、外匯風險管理(續)

##### 資金主要來源和運用(續)

##### 3. 籌資活動現金流量

報告期籌資活動現金流入人民幣29,500.00萬元，主要來源於銀行借款；報告期籌資活動現金流出人民幣17,426.14萬元，主要是償還貸款和利息費用以及支付的經營租賃租金款項，報告期籌資活動現金流量淨額人民幣12,073.86萬元。

2024年經營活動現金淨額同比減少約人民幣12,395.26萬元，主要是因為本期購買商品、接受勞務支付的現金較上期增加所致；投資活動產生的現金流量淨額同比增加約人民幣7,150.44萬元，主要是本期處置固定資產、無形資產和其他長期資產收回的現金淨額增加，以及本期購建固定資產、無形資產和其他長期資產支付的現金同比減少所致；籌資活動產生的現金流量淨額同比減少約人民幣13,545.17萬元，主要是上期收到專項資金以及收到員工股權激勵款所致。

##### 資本結構

報告期公司資本結構由股東權益和負債構成。股東權益人民幣141,215.72萬元，其中，少數股東權益人民幣32,800.06萬元；負債總額人民幣167,445.61萬元。資產總額人民幣308,661.33萬元，期末資產負債率54.25%。

##### 按流動性劃分資本結構

Percentage of assets 佔資產比重	31.16%
Percentage of assets 佔資產比重	45.75%
Percentage of assets 佔資產比重	10.63%

##### 或有負債

報告期末公司無需要披露的重大或有負債。

## Section 3 Management Discussion and Analysis

### 第三節 管理層討論與分析



## VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

### (v) Others (Continued)

#### 5. Foreign exchange risk management (Continued) Details of the Group's charge on assets

Unit: Yuan Currency: RMB

Item 項目	Book balance 賬面餘額	Book value 賬面價值	End of the year 期末	Condition of restriction 受限情況
			Type of restriction 受限類型	
Fixed assets 固定資產	160,638,154.58	96,058,176.93	Pledged property buildings 房屋建築物抵押	Security for borrowings and bank acceptance 借款和銀行承兌抵押
Financing receivables 應收款項融資	2,800,000.00	2,800,000.00	Pledged notes receivable 應收票據質押	Pledge 質押
Monetary funds 貨幣資金	69,544,018.02	69,544,018.02	Margin 保證金	Deposits for bank acceptance bills 銀行承兌匯票保證金
	1,639,488.83	1,639,488.83	Margin 保證金	Letter of credit guarantee deposit 信用證保證金
	1,232,613.74	1,232,613.74	Litigation freeze 訴訟凍結	Litigation freeze 訴訟凍結
Total 合計	235,854,275.17	171,274,297.52	—	—
Item 項目	Book balance 賬面餘額	Book value 賬面價值	Beginning of the year 期初	Condition of restriction 受限情況
			Type of restriction 受限類型	
Fixed assets 固定資產	139,823,125.79	78,551,161.30	Pledged property buildings 房屋建築物抵押	Mortgage 抵押借款
Financing receivables 應收款項融資	4,928,000.00	4,928,000.00	Pledged notes receivable 應收票據質押	Pledge 質押
Monetary funds 貨幣資金	65,688,058.02	65,688,058.02	Margin 保證金	Deposits for bank acceptance bills 銀行承兌匯票保證金
	7,228,638.76	7,228,638.76	Margin 保證金	Letter of credit guarantee deposit 信用證保證金
	500.69	500.69	Margin 保證金	Bond for letter of guarantee 保函保證金
Total 合計	217,668,323.26	156,396,358.77	—	—

## 六、公司關於公司未來發展的討論與分析(續)

### (五) 其他(續)

#### 5、外匯風險管理(續) 本集團資產押記詳情

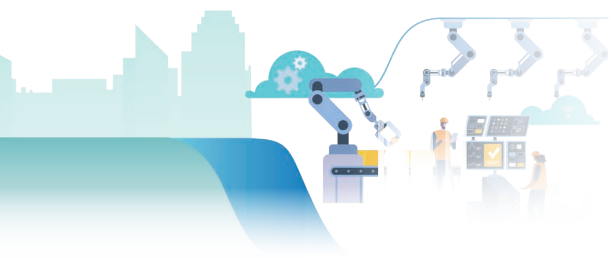
單位：元 幣種：人民幣

## VII. Description of and explanations for disclosure not in compliance with standards due to inapplicable standards or special reasons including state or business secrets

☐ Applicable ☒ Not applicable

## 七、公司因不適用準則規定或國家秘密、商業秘密等特殊原因，未按準則披露的情況和原因說明

☐ 適用 ☒ 不適用



## Section 4 Chairman's Statement

### 第四節 董事長報告

#### I. Review

The year 2024 marked the 75th anniversary of the founding of the People's Republic of China, and the 10th anniversary of General Secretary Xi Jinping's important speech regarding the development of Beijing. It was also a pivotal year for the Company to achieve its strategic goals and tasks under the "14th Five-Year Plan". Led by the Beijing Municipal Communist Party Committee, Beijing Municipal People's Government and Beijing Municipal State-owned Assets Supervision and Administration Commission as well as Jingcheng Machinery Electric, guided by the Board and with the joint efforts of the management, the Company carried out decisions and plans with resolution, actively implemented the "Five Initiatives", and quickly adapted itself to the new development dynamic. With the "14th Five-Year Plan" strategic planning in mind, the Company regarded the call for transformation and innovation as an opportunity and made steady progress in market development, technological innovation, reforms and adjustments, as well as quality and efficiency enhancement.

During the Reporting Period, the Company focused on the following tasks:

#### 1. Stabilizing its main business and promoting its growth

##### (1) Gas storage and transportation segment:

In 2024, the Company focused on the new needs of key customers in the international market and increased related extended services, with a view to enhancing customer stickiness and maintaining its market share. Meanwhile, the Company took full advantage of its overseas platforms to improve its warehousing and logistics capacity. In addition, the Company achieved notable results in new business development with its research and development ("R&D") of more cost-effective lightweight high-pressure cylinders.

In the domestic market, the Company drove conventional cylinder products towards the mid- to high-end market and expanded their applications with the support of new businesses and technologies, thereby further achieving differentiation and quality enhancement. In the compound gas cylinders and system integration industry, the Company leveraged its strengths to enter into cooperation with several automobile manufacturers and operators.

##### (2) Intelligent manufacturing segment:

BYTQ, a subsidiary of the Company, made steady progress in 2024 with growth in both revenue and profit. It made a remarkable breakthrough in the field of 3C production equipment, with rapid development in related businesses. It also accelerated its research on the intelligent manufacturing of hydrogen cylinders and on digital factories, which enhanced its ability to secure orders. Meanwhile, it strengthened its budget management and improved the efficiency of its capital utilization by preparing capital plans.

#### 一、回顧

2024年是新中國成立75週年，是習近平總書記對北京發表重要講話十週年，也是公司實現「十四五」戰略目標任務的關鍵一年。在北京市委市政府、北京市國資委及京城機電的堅強領導下，在董事會的帶領以及經營管理層的共同努力下，公司堅決執行各項決策部署，積極落實「五子」聯動服務，主動融入新發展格局，以「十四五」戰略規劃為引領，以轉型發展、創新發展為契機，紮實推進市場開拓、技術創新、改革調整、提質增效等各項工作。

報告期內，重點開展了以下工作：

#### 1、主營業務穩存促增

##### (1) 氣體儲運板塊：

2024年，公司在國際市場上聚焦重點客戶的新需求，增加相關延伸服務，增強客戶粘性，保持市場份額。同時，充份發揮海外平台優勢，提高倉儲物流服務能力。此外，研發性價比更高的輕質高壓瓶，實現了較好的新業務開拓。

國內市場，促進傳統鋼瓶產品朝中高端化邁進，並以新業務、新技術為支撐，擴充其應用場景，進一步實現差異化、提質化發展；複合氣瓶及系統產業緊抓自身優勢，於多家車廠及運營方達成合作。

##### (2) 智能製造板塊：

公司子公司北洋天青2024年總體穩中有進，營業收入與利潤均實現增長。在3C生產設備領域實現有力突破，相關業務拓展迅速。加快了氫氣瓶智能製造與數字化工廠的研究，提升了公司獲單能力。同時，加強了預算管理，通過編製資金計劃，提高了資金使用效率。

## Section 4 Chairman's Statement

### 第四節 董事長報告



#### I. Review (Continued)

##### 2. Dedicating itself to the promotion of technological innovation

Beijing Tianhai, a subsidiary of the Company, continued to improve the development of its two-level R&D system, increase its investment in technological innovation, create original technology sources and deepen its R&D on core technology. On this basis, it actively developed new products in a market-oriented manner to meet the needs of different fields and applications. At the same time, it strengthened its 4A top-level architectural design regarding its business, data, applications and technology and gradually established an ERP-based architectural system of services and a digital empowerment platform to promote the intelligent upgrade of its production line of compound gas cylinders.

BYTQ, a subsidiary of the Company, attaches great importance to the R&D and breakthrough of new technologies. Its independently developed and promoted relevant control system project has filled a gap in the field of full automation of automatic press for refrigerators in China. In the suspension chain segment, the R&D and application of new technologies and devices have improved the load capacity of the company's products and expanded their applications. The enhancement of its technical capability has reduced product costs and guaranteed product quality, thus improving its profitability.

##### 3. Strengthening the management of regulatory compliance and internal control

With regard to its compliance and internal control management, the Company stepped up its implementation of rules and regulations to enhance the legality and standardization of its internal management. The Company also ensured the security and soundness of its operation through special initiatives in relation to internal control and compliance. BYTQ, a subsidiary of the Company, further improved its development of systems and sorted out its business processes including procurement contract approval and payment approval. In addition, the Company strictly managed its internal control and audit work. The Company detected and rectified potential issues in a timely manner through regular audits and risk assessments, thus safeguarding its steady development.

##### 4. Enhancing financial control

The Company improved its financial performance by the implementation of cost reduction strategies in technology, procurement and manufacturing. The Company intensified its control of financing costs. Through a series of effective strategies (including precise timing of financing, in-depth optimization of its financing structure as well as the judicious combination of short- and long-term financing instruments), the Company provided the financial security and support necessary for its steady development.

#### 一、回顧(續)

##### 2、全力推進科技創新

子公司北京天海持續完善兩級研發體系建設，加大科技創新投入，打造原創技術策源地，增強核心技術攻關，並以此為基礎，以市場為導向積極開發新產品，滿足不同領域和場景的需求。同時，加強公司業務、數據、應用和技術4A頂層架構設計，逐步建立以ERP為核心的服務架構體系和數字化賦能平台，促進複合氣瓶生產線智能化升級。

子公司北洋天青重視新技術的研究與突破，其自主研發並推廣的相關控制系統項目，填補了國內冰箱自動上壓機全自動化領域的空白。在懸掛鏈板塊，新技術及裝置的研發應用，提高了負載能力，拓展了產品應用領域。技術能力的提升，降低了產品成本，保障了產品質量，增強了公司的獲利能力。

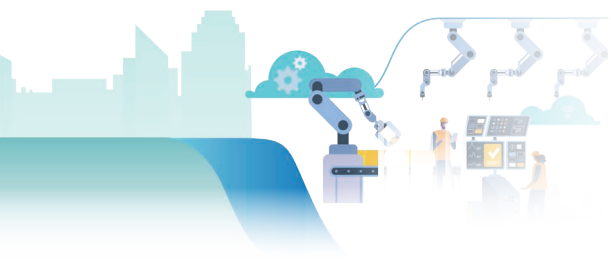
##### 3、加強合規內控管理

在合規內控管理方面，公司加強了規章制度執行力度，提升了內部管理的合法性和規範性，並通過專項內控合規工作，確保了公司運營的安全與穩健。子公司北洋天青進一步完善了制度建設，重新梳理了採購合同審批、付款審批等業務流程。此外，公司還嚴格管理內控審計工作，通過定期審計和風險評估，及時發現並整改潛在問題，為公司穩健發展提供了有力保障。

##### 4、提升財務管控水平

通過實施科技降本、採購降本和製造降本等多項措施，有效提升了財務績效。強化融資成本管控工作，通過精準把握融資時機、深度優化融資結構、合理搭配長短期融資工具等一系列行之有效的策略，為公司穩健發展提供堅實的資金保障與支持。





## Section 4 Chairman's Statement

### 第四節 董事長報告

## II. Outlook

### 1. Seizing new opportunities in the market and improving the profitability of the Company

#### (1) Gas storage and transportation segment:

In the composite gas cylinder industry, the Company will make full use of its first-mover advantage with IV Cylinders in the hydrogen energy market, leveraging the synergy of Type III Cylinders and Type IV Cylinders to broaden the prospect of their market applications and secure orders. The Company will also actively pursue business development among major customers to ensure a robust order volume. In the non-hydrogen market, the Company must maintain its confidence, dedicate itself to the promotion of related products, continually optimize its after-sales network and provide reliable technical support. In the international market, the Company will accelerate the customer development and market expansion of compound gas cylinders.

With regard to the cylinder industry, the Company must closely monitor policy shifts, conduct research on and make adjustments to its operational strategies in a timely manner with a view to steadily enhancing its sales volume. Domestically, in the mid- to high-end market, the Company must leverage its quality and brand advantages to achieve competitive differentiation, thereby cementing and expanding its share of this customer segment. In the mid- to low-end market, the Company needs to swiftly implement cost reduction strategies to enhance the competitiveness of its products. In the electronic specialty gas market, the Company will gain an advantage over its competitors through its high-end product offerings.

In the cryogenic storage and transportation industry, the Company will continue to intensify its efforts in the industrial cryogenic cylinder market, enrich its product mix and enhance its direct sales capabilities to increase its market share. The Company will also continue to tap into new medical gas markets and expand the applications of cryogenic cylinders.

#### (2) Intelligent manufacturing segment:

The Company will seek to secure orders from the home appliances industry and make every effort to implement projects and pass relevant acceptance inspections. The Company's product mix in the home appliances industry will remain stable. Through its independently developed specialized machines, the Company will improve its technical level and supply chain management capabilities and reduce product costs. The Company will also continue to upgrade its final assembly line, including optimizing equipment and improving the structure of its inspection line. It will optimize the scheduling in the production of friction bars and suspension chains, reduce operating noise and improve production stability, so as to create high-quality products that satisfy customers.

The Company will enhance and deepen its development of systems, broaden the scope of management, and carry out daily management through the adaptation of information technology to improve efficiency and standardization and ensure that management practices are traceable, sustainable and replicable. It will also recruit more talents, enhance internal talent development and conduct regular employee training, with a view to improving the overall quality of its team.

## 二、展望

### 1、緊扣市場最新機遇，緊抓公司盈利能力

#### (1) 氣體儲運板塊：

複合氣瓶產業，在氫能市場方面，充分利用四型瓶先發優勢，打好三型瓶、四型瓶組合拳，拓展市場應用前景，搶抓訂單，做好大客戶的業務開拓，確保訂單量。非氫市場方面要堅定信心，全力攻堅相關產品的推廣，持續完善售後網絡建設並做好技術支持。國際市場加速推進複合氣瓶的客戶開發和拓展工作。

鋼瓶產業，國際市場要密切關注政策動向，及時研究調整運營策略，穩步提升銷售規模。國內市場方面，在中高端市場，要借助質量和品牌優勢，實現差異化競爭，鞏固並擴大中高端客戶群體的佔有率；在中低端市場，盡快落實降本措施，提高產品競爭力；在電子特氣市場，利用高端產品對競爭對手形成競爭優勢。

低溫儲運產業，繼續加大工業低溫瓶的市場開拓，通過產品結構的豐富和直銷能力的加強，提高市場佔有率。持續開拓新的醫療氣體市場，拓展低溫瓶的應用領域。

#### (2) 智能製造板塊：

積極獲取家電行業訂單，全力推進項目實施並順利驗收。家電行業產品結構維持穩定，通過自主研發專機，提升技術水平和供應鏈管理能力，降低產品成本。持續迭代總裝生產線，包括優化設備、改進檢測線驅動結構等；摩擦桿懸掛鏈優化調度程序、降低運行噪音、提高穩定性，打造讓客戶滿意的優質產品。

全面深入建設制度體系，擴大管理範圍，通過信息化方式進行公司日常管理，提高時效性、標準化，讓管理可追溯、可延續、可複製。增加人才引進，加強內部人才培養，定期進行員工培訓，提高團隊整體素質。



## Section 4 Chairman's Statement

### 第四節 董事長報告



## II. Outlook (Continued)

### 2. Creating new momentum for transformation through innovation

The Company will focus on the field of hydrogen energy storage and transportation equipment, continually optimize its system for technological innovation, enhance its R&D capabilities and promote collaborative efforts among industry, academia, and research institutions. The Company aims to increase the demand for original technologies among enterprises, augment their supply at the source, optimize resource allocation and enhance the transfer and application of original technologies. It also aims to foster tech talents, an innovative team and a creative corporate culture while refining its incentive mechanisms, so as to kindle creativity and create an inspiring working environment.

### 3. Strengthening corporate governance and enhancing management

The Company will establish a sound corporate governance mechanism to ensure its efficient operation under a framework of regulatory compliance. By deepening the reform of its internal management systems and improving its standardized management of processes, the Company and its subsidiaries will establish a scientific, sensible and standardized operation and management system. The Company and its subsidiaries will promote the specialization, professionalization and standardization of the management tasks of various functions and provide solid protection for the healthy and orderly development of the two core segments of gas storage and transportation products and automatic manufacturing equipment.

### 4. Strengthening risk prevention and control to ensure regulatory compliance

The Company will deepen its internal control and compliance management and promote an in-depth integration of internal control and business activities. It will regularly review the effectiveness of its internal control processes and identify and rectify potential risk points in a timely manner, thus ensuring the continuous improvement and optimization of its internal control system. In addition, the Company will further enhance the transparency and effectiveness of its internal control management through the introduction of advanced mechanisms for auditing and overseeing internal control. It will also intensify the development of a compliance management system to enhance the risk prevention and control capabilities of its subsidiaries. Moreover, it will strictly adhere to the regulatory requirements for companies and state-owned assets and complete internal control audits and special inspections, while strengthening its production safety management to ensure the safe and stable operation of its production and operation.

### 5. Laying a new foundation for operation and erecting new shields against risks

The Company will continue to examine the quality of its accounting information, promote the integration of business development and financial management as well as the development of financial information systems, and enhance its financial analysis framework. It will also improve the management and control of its accounts receivable and inventory, strengthen the scheduling of its operation, and enhance the quality and efficiency of its operation. The Company will solidly promote the development of state-owned enterprises under the rule of law, reinforce its risk management, and continue to streamline its systems and processes, centralize their audit and bolster their implementation. It will also strengthen the development of compliance and internal control in key areas and promote the further in-depth integration of risk management and business development.

## 二、展望(續)

### 2、以創新為基礎，驅動變革新動力

聚焦氫能儲運裝備領域，不斷完善科技創新體系，強化技術研發能力，推進「產學研」協同攻關，提升企業原創技術需求牽引、源頭供給、資源配置、轉化應用能力，培養科技人才、創新團隊和創新文化、優化激勵機制，激發創新活力，營造創新氛圍。

### 3、加強公司治理，提升管理水平

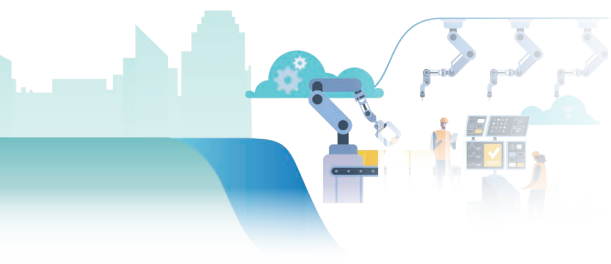
建立健全公司治理機制，確保公司運營在合法合規框架下高效運作。通過深化內部管理制度改革，完善流程規範化管理，在公司及子公司構建一套科學、合理且運作規範的經營管理體系。公司及子公司促進各職能管理工作的專業化、職業化與規範化，為氣體儲運裝備及自動化裝備兩大核心板塊的健康、有序發展提供堅實保障。

### 4、加強風險防控，確保合規經營

公司將深化內控合規管理，促進內部控制與業務活動的深度融合。定期審查內部控制流程的有效性，及時發現並糾正潛在的風險點，確保內部控制體系的持續改進與優化。此外，通過引入先進的內控審計和監督機制，進一步提升內控管理的透明度和有效性。加強合規管理體系建設，提升子公司風險防控能力。嚴格落實公司監管和國資監管要求，完成內控審計和專項檢查工作。同時，強化安全生產管理工作，確保公司生產經營安全穩定運行。

### 5、夯實運營新根基，築牢風險新屏障

持續開展會計信息質量檢查，推進業財融合和財務信息化建設，完善財務分析體系，提升「兩金」管控水平，加強運營調度，提高運營質效。紮實推進法治國企建設，深入推進風險管理走深走實，持續加強制度流程系統梳理、集中審核和貫徹執行，強化重點領域合規內控建設，促進風險管理與業務進一步深度融合。



## Section 4 Chairman's Statement

### 第四節 董事長報告

#### II. Outlook (Continued)

##### 6. Implementing measures to invigorate the Company

To kindle the enthusiasm and creativity of employees, the Company will continue to advance the reform of its differentiated incentive mechanism, establishing an incentive system that integrates short-term, mid-term, and long-term strategies. In particular, by implementing innovative measures such as restricted share incentive schemes, the Company aims to closely align employees' personal interests with the Company's long-term development, driving the achievement of strategic goals with its employees to usher in a new era of proactive entrepreneurship.

#### 二、展望(續)

##### 6、多舉措激發企業內在活力

為充份激發員工的積極性與創造力，公司將持續推進差異化激勵機制改革，構建短、中、長期相結合的激勵體系。特別是通過實施限制性股票激勵計劃等創新舉措，將員工個人利益與公司長遠發展緊密綁定，共同推動公司戰略目標的實現，開創幹事創業的新局面。

## Section 5 Corporate Governance

### 第五節 公司治理



#### I. Information on Corporate Governance

√ Applicable □ Not applicable

During the Reporting Period, the general meeting, the Board, the Supervisory Committee and managers of the Company have well defined power and responsibilities, which allows them to maintain checks and balances and coordinate with each other. The Board of the Company and its strategy committee, audit committee, remuneration and monitoring committee and nomination committee and the Supervisory Committee carried out their work according to their responsibilities. The information of the Company was disclosed on a true, accurate, complete and timely basis. The actual situation of the Company's governance complied with the "Company Law of the PRC" and the requirements of CSRC.

The Group continues to improve its corporate governance practices, emphasizing the attainment and maintenance of a quality Board, sound risk management and internal controls, and high transparency and accountability to the Shareholders. The Board and the management are committed to the principles of good corporate governance consistent with prudent management and enhancement of shareholder value. As described in this report, the Company applied the principles to its corporate governance structure and practices and complied with the code provisions of the "Corporate Governance Code" under Appendix C1 to the Listing Rules throughout the year ended 31 December 2024.

During the Reporting Period, the major aspects of corporate governance are as follows:

##### 1. Shareholders and general meetings

The Company was able to treat all Shareholders equally with due respect and to safeguard their interests. In particular, minority Shareholders were entitled to their status and to fully exercise their rights with their legal interests being protected. The Company ensured that Shareholders were entitled to their right of access to information and right to participate in decision-making in respect of material events of the Company as required by laws and administrative rules and regulations. In accordance with the relevant requirements set out in the "Rules of Procedure for the General Meeting", it could be ensured that general meetings were convened and held in a legal, regulated and orderly manner and, in respect of voting for connected transactions, the relevant persons were arranged to abstain from voting pursuant to the relevant requirements in such manner that connected transactions are open, equal and fair.

#### 一、公司治理相關情況說明

√ 適用 □ 不適用

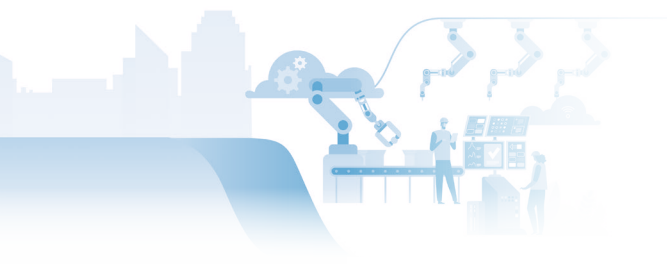
報告期內，公司股東大會、董事會、監事會及經理層之間權責明確、各司其職、運營合規。公司董事會及下設戰略委員會、審計委員會、薪酬與考核委員會及提名委員會和監事會按各自職責開展工作。公司信息披露真實、準確、完整、及時。公司治理的實際狀況符合《中國公司法》和中國證監會相關規定的要求。

本集團持續提高其企業管治常規水平，著重於達到及維持優質的董事會、優良的風險管理及內部監控、及對股東的高透明度及問責性。董事會及管理層均堅守良好的企業管治原則。如本報告所述，於截至2024年12月31日止年度內，本公司一直應用上市規則附錄C1《企業管治守則》所載的原則於企業管治結構和實踐，並遵守其守則條文。

報告期內公司治理的主要方面如下：

##### 1、關於股東與股東大會

公司能夠平等對待所有股東，充分尊重和維護股東利益，特別是中小股東享有的地位和充分行使自己的權利，保護其合法權益。確保股東對法律、行政法規所規定的公司重大事項享有知情權和參與決策權。按照《股東大會議事規則》的有關規定，能夠保證股東大會召集、召開合法、規範、有序，對關連交易的表決，按照有關規定採取相關人員迴避，做到關連交易能夠公開、公平、公正。



## Section 5 Corporate Governance

### 第五節 公司治理

#### I. Information on Corporate Governance

(Continued)

##### 2. Directors and the Board

As at the end of the Reporting Period, the Board of the Company comprised 9 Directors (due to changes in the Board's composition at the end of the Reporting Period, the Board of the Company currently comprises 9 duly appointed Directors, with 2 candidates for directorship to be duly appointed, pending approval at the shareholders' general meeting, as detailed in the disclosures made in part IV of this section), including 4 independent non-executive Directors, 4 non-executive Directors and 1 executive Director. The Board sets up the strategy committee, the audit committee, the remuneration and monitoring committee and the nomination committee. During the Reporting Period, all Directors were able to strictly perform their duties of good faith and due diligence. The Board exercised its power and authority in strict compliance with the requirements of the laws and regulations and the "Articles of Association" to ensure the regulated operation of the Company. Resolutions put forward at the Board meetings were sufficiently discussed and resolved in a scientific, prompt and cautious manner. Directors of the Company were selected and appointed in strict compliance with the required procedures set out in the "Articles of Association". According to the requirements of the "Standard of Corporate Governance for PRC Listed Companies", the Company gave full play to the functions of the special committees of the Board and the four independent non-executive Directors pursuant to the relevant requirements of the "Rules of Procedure for the Board of Directors", "Implementation Rules for the Special Committees of the Board of Directors" and "Working System for Independent Directors".

##### 3. Supervisors and the Supervisory Committee

The Supervisory Committee of the Company comprises three Supervisors, of whom one is the Supervisor for staff representative. The Supervisory Committee appointed one secretary for the Supervisory Committee. The Supervisory Committee of the Company is committed to being accountable to all Shareholders. Taking financial control as the core, the Supervisory Committee supervised the Directors, general managers and senior management officers of the Company to protect the safety of the assets of the Company, reduce financial risks and safeguard the legal interests of the Company and the Shareholders. The Supervisory Committee has the capacity to carry out extensive communication with Shareholders, staff and other stakeholders so as to ensure the launch of the supervisory work. "The Rules of Procedure for the Supervisory Committee" formulated by the Company facilitated the exercise of power of all Supervisors. The Supervisory Committee convened regular meetings and extraordinary meetings in strict compliance with the rules and procedures.

##### 4. Stakeholders

The Company can fully respect and protect the legal interests of stakeholders so as to achieve a coordinated balance among the interests of various parties including Shareholders, staff and the community for purposes of jointly facilitating the continuous and healthy development of the Company.

#### 一、公司治理相關情況說明(續)

##### 2、關於董事與董事會

截止報告期末，公司董事會由9名董事組成（因本報告期末董事會人員存在變動，目前公司董事會有9名正式任職的董事，另有2名董事候選人待股東大會批准後正式任職，詳見本節第四部分所披露內容），其中獨立非執行董事4名，非執行董事4名，執行董事1名。董事會下設戰略委員會、審計委員會、薪酬與考核委員會、提名委員會。報告期內各位董事能夠嚴格履行誠信與勤勉的義務；董事會嚴格按照法律、法規和《公司章程》的規定行使職權，確保公司規範運營；董事會議案能夠充分討論，科學、迅速和謹慎地做出決策；嚴格按照《公司章程》的規定程序選聘公司董事；根據《上市公司治理準則》的要求，公司按照《董事會議事規則》、《董事會專業委員會實施細則》和《獨立董事工作制度》的有關規定，充分發揮董事會專業委員會和四位獨立非執行董事的作用。

##### 3、關於監事和監事會

公司監事會由3名監事組成，其中1名職工代表監事。監事會聘任監事會秘書1名。公司監事會堅持對全體股東負責，以財務監督為核心，對公司董事、總經理及高級管理人員進行監督，保護公司資產安全，降低財務風險，維護公司和股東的合法權益；具有與股東、職工和其他利益相關者進行廣泛交流的能力，保證了監督工作的開展。公司制訂的《監事會議事規則》，更有利於各位監事行使職權。監事會嚴格按規則和程序召開定期會議和臨時會議。

##### 4、關於相關利益者

公司能夠充分尊重和維護相關利益者的合法權益，實現股東、員工、社會等各方利益的協調平衡，共同推動公司持續、健康發展。

## Section 5 Corporate Governance

### 第五節 公司治理



#### I. Information on Corporate Governance

(Continued)

##### 5. Information disclosure and investor relations

The secretary to the Board was designated by the Company to be responsible for handling information disclosure, and receiving shareholders' visits and enquiries. The Company disclosed the relevant information in a true, accurate, complete and timely manner in accordance with the Listing Rules of the Shanghai Stock Exchange and the Stock Exchange to practicably ensure that investors will be able to obtain the relevant information equally.

Whether there are significant differences between corporate governance and the laws, administrative regulations and the provisions of the CSRC on the governance of the listed company; please indicate the reasons if there are significant differences

☐ Applicable ☒ Not applicable

#### II. Specific measures for ensuring the independence of the assets, personnel, finances, institutions and business of the Company, and the solutions, work progress and consequential work plans taken in response to the affected independence of the Company, that are taken by the controlling shareholders and actual controllers of the Company

☐ Applicable ☒ Not applicable

Whether the controlling shareholders, actual controllers and other units under their control are engaged in the same or similar business as the Company, and the impact of horizontal competition or major changes in horizontal competition on the Company, the measures taken, the solution progress and the consequential solution plan

☐ Applicable ☒ Not applicable

#### 一、公司治理相關情況說明(續)

##### 5、關於信息披露和投資者關係

公司指定董事會秘書負責信息披露工作，接待股東來訪和諮詢。公司按照上海證券交易所和聯交所《上市規則》的規定，真實、準確、完整、及時地披露有關信息，切實保證投資者能平等地獲得有關信息。

公司治理與法律、行政法規和中國證監會關於上市公司治理的規定是否存在重大差異；如有重大差異，應當說明原因

☐ 適用 ☒ 不適用

#### 二、公司控股股東、實際控制人在保證公司資產、人員、財務、機構、業務等方面獨立性的具體措施，以及影響公司獨立性而採取的解決方案、工作進度及後續工作計劃

☐ 適用 ☒ 不適用

控股股東、實際控制人及其控制的其他單位從事與公司相同或者相近業務的情況，以及同業競爭或者同業競爭情況發生較大變化對公司的影響、已採取的解決措施、解決進展以及後續解決計劃

☐ 適用 ☒ 不適用



## Section 5 Corporate Governance

### 第五節 公司治理

### III. Introduction to the General Meetings

### 三、股東大會情況簡介

Meeting 會議屆次	Date of holding 召開日期	Index for details on websites designated for publishing resolutions 決議刊登的指定網站的查詢索引	Date of disclosure of the resolutions 決議刊登的披露日期	Meeting resolution 會議決議
First Extraordinary General Meeting of 2024	2024.6.24	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk)	2024.06.24	The resolution in relation to the prior investment in Shanghai Sunwise by a wholly-owned subsidiary of the controlling shareholder was considered and passed
2024年第一次臨時股東大會	2024.6.24	上交所網站(www.sse.com.cn)及聯交所披露易網站(www.hkexnews.hk)	2024.06.24	審議通過關於控股股東全資子公司先行投資上海舜華的議案
2023 Annual General Meeting	2024.6.27	The website of the SSE (www.sse.com.cn) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk)	2024.6.27	<ol style="list-style-type: none"><li>1. The full text and the summary of annual report for A shares and annual report for H shares of the Company for 2023 was considered and passed</li><li>2. The 2023 work report of the board of directors of the Company was considered and passed</li><li>3. The 2023 work report of the Supervisory Committee of the Company was considered and passed</li><li>4. The 2023 audited financial reports of the Company were considered and passed</li><li>5. The internal control audit report in the 2023 annual financial report of the Company was considered and passed</li><li>6. The 2023 work report of the independent non-executive Directors of the Company was considered and passed</li><li>7. The appointment of WUYIGE Certified Public Accountants LLP as the auditor for the Company's 2024 financial report and internal control audit report of the financial report was considered and passed</li><li>8. The resolution of the Company not to distribute any profit for the year of 2023 was considered and passed</li><li>9. The resolution in relation to grant of general mandate to the board of directors to issue H shares by the Company was considered and passed</li><li>10. The resolution in relation to the proposed amendments to the "Articles of Association" was considered and passed</li><li>11. The resolution in relation to the proposed amendments to the "Rules of Procedure of the General Meeting of Shareholders" was considered and passed</li><li>12. The resolution in relation to the remuneration of and the entering into of the written contract with the independent non-executive Director of the eleventh session of the board of directors of the Company was considered and passed</li><li>13. The resolution in relation to the change of independent non-executive Directors of the eleventh session of the board of directors of the Company was considered and passed</li></ol>
2023年年度股東大會	2024.6.27	上交所網站(www.sse.com.cn)及聯交所披露易網站(www.hkexnews.hk)	2024.6.27	<ol style="list-style-type: none"><li>1、審議通過公司2023年A股年度報告全文及摘要、H股年度報告</li><li>2、審議通過公司2023年度董事會工作報告</li><li>3、審議通過公司2023年度監事會工作報告</li><li>4、審議通過公司2023年度經審計的財務報告</li><li>5、審議通過公司2023年度財務報告內部控制審計報告</li><li>6、審議通過公司2023年度獨立非執行董事述職報告</li><li>7、審議通過聘任大信會計師事務所(特殊普通合夥)為公司2024年度財務報表審計及內部控制審計的審計機構的議案</li><li>8、審議通過公司2023年度不進行利潤分配的議案</li><li>9、審議通過批准關於授予董事會發行H股一般性授權的議案</li><li>10、審議通過建議修訂《公司章程》的議案</li><li>11、審議通過修訂《股東大會議事規則》議案</li><li>12、審議通過第十一屆董事會獨立非執行董事薪酬及訂立書面合同的議案</li><li>13、審議通過關於更換公司第十一屆董事會獨立非執行董事的議案</li></ol>

**Shareholders of preferred shares with recovered voting rights request to convene an extraordinary general meeting**

☐ Applicable ☒ Not applicable

**Descriptions on general meetings**

☐ Applicable ☒ Not applicable

**表決權恢復的優先股股東請求召開臨時股東大會**

☐ 適用 ☒ 不適用

**股東大會情況說明**

☐ 適用 ☒ 不適用



## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period

√ Applicable □ Not applicable

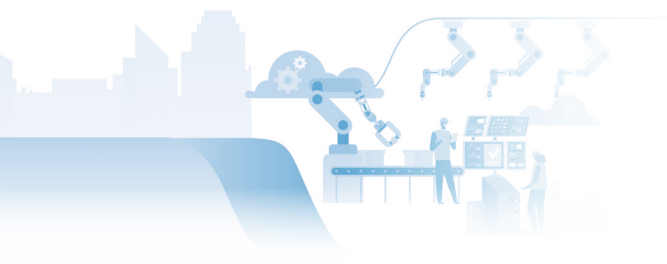
#### 四、董事、監事和高級管理人員的情況

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況

√ 適用 □ 不適用

單位：股

Name	Position	Gender	Age	Date of appointment	Date of expiry of office	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Change in the number of shares held in the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB'0'000) 報告期內從公司獲得的稅前報酬總額 (人民幣萬元)	Whether receiving compensation from related parties of the Company or not 是否在公司關聯方獲取報酬
姓名	職務	性別	年齡	任期起始日期	任期終止日期	年初持股數	年末持股數	年度內股份增減變動量	增減變動原因		
Li Junjie 李俊杰	Chairman 董事長	Male 男	47	2023-04-28	2026-06-16	0	0	0	-	0	Yes 是
	Non-executive Director 非執行董事			2023-06-16	2026-06-16	0	0	0	-	0	
Zhang Jiheng 張繼恒	Executive Director 執行董事	Male 男	50	2017-06-26	2026-06-16	150,000	150,000	0	-	74.58	No 否
	General manager 總經理			2017-06-26	2026-06-16	150,000	150,000	0	-	74.58	
Zhou Yongjun 周永軍	Non-executive Director 非執行董事	Male 男	58	2023-06-16	2026-06-16	0	0	0	-	0	Yes 是
Man Huiyong 滿會勇	Non-executive Director 非執行董事	Male 男	47	2022-02-24	2026-06-16	0	0	0	-	0	Yes 是
Li Chunzhi 李春枝	Non-executive Director 非執行董事	Female 女	48	2016-06-26	2026-06-16	0	0	0	-	0	Yes 是
Chen Junping 陳均平	Independent non-executive Director 獨立非執行董事	Female 女	60	2024-06-27	2026-06-16	0	0	0	-	0	No 否
Zhao Xuguang 趙旭光	Independent non-executive Director 獨立非執行董事	Male 男	46	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Liu Jingtai 劉景泰	Independent non-executive Director 獨立非執行董事	Male 男	61	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Luan Dalong 樂大龍	Independent non-executive Director 獨立非執行董事	Male 男	61	2020-06-09	2026-06-16	0	0	0	-	8	No 否
Tian Dongqiang 田東強	Chairman of Supervisory Committee 監事會主席	Male 男	59	2020-09-21	2026-06-16	0	0	0	-	0	Yes 是
Li Zhe 李哲	Supervisor 監事	Male 男	59	2017-06-26	2026-06-16	0	0	0	-	62.08	No 否
Wen Jinhua 文金花	Supervisor 監事	Female 女	46	2020-06-09	2026-06-16	0	0	0	-	37.27	No 否
Feng Yongmei 馮永梅	Chief accountant 總會計師	Female 女	46	2021-10-28	2026-06-16	100,000	100,000	0	-	67.47	No 否
Shi Fengwen 石鳳文	Chief engineer 總工程師	Male 男	54	2015-10-23	2026-06-16	100,000	100,000	0	-	62.08	No 否
Li Xianzhe 李鉞哲	General counsel 總法律顧問	Male 男	39	2022-01-19	2026-06-16	100,000	100,000	0	-	57.16	No 否
Luan Jie 樂杰	Secretary to the Board 董事會秘書	Male 男	44	2016-11-08	2026-06-16	100,000	100,000	0	-	62.19	No 否
Wu Yanzhang 吳燕璋	Non-executive Director (resigned) 非執行董事(離任)	Male 男	61	2019-09-09	2024-12-30	0	0	0	-	0	Yes 是
Cheng Lei 成磊	Non-executive Director (resigned) 非執行董事(離任)	Male 男	44	2023-06-16	2024-12-30	0	0	0	-	0	Yes 是



## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name	Position	Gender	Age	Date of appointment	Date of expiry of office	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Change in the number of shares held in the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB'000) 報告期內從公司獲得的稅前報酬總額 (人民幣萬元)	Whether receiving compensation from related parties of the Company or not 是否在公司關聯方獲取報酬
姓名	職務	性別	年齡	任期起始日期	任期終止日期	年初持股數	年末持股數	年度內股份增減變動量	增減變動原因		
Xiong Jianhui	Independent non-executive Director (resigned)	Male	48	2020-06-09	2024-06-27	0	0	0	-	8	No
熊建輝	獨立非執行董事(離任)	男	48	2020-06-09	2024-06-27	0	0	0	-	8	否
Total 合計	/	/	/	/	/	550,000	550,000		/	454.83	/

Note:

備註：

- (1) Executive Directors (except the Chairman of the Board) do not receive directors' emoluments, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Directors). Chairman and non-executive Directors do not receive emoluments and Supervisors do not receive supervisors' emoluments in the Company, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Supervisors).
- (2) Resigned Directors Mr. Wu Yanzhang and Mr. Cheng Lei did not receive any remuneration from the Company during the Reporting Period.
- (3) Save as disclosed above, during the Reporting Period, no Directors, Supervisors and senior management of the Company held any interests and short positions in the shares, underlying shares and debentures of the Company.
- (4) The remuneration of Ms. Chen Junping, an independent non-executive Director, for the year 2024-2025 will be paid one year after she formally assumes office in the Company. Accordingly, at the end of the Reporting Period, Ms. Chen Junping received total pre-tax remuneration of \$0 from the Company.
- (5) On 28 December 2023, Mr. Zhang Jiheng, a Director of the Company, was granted 150,000 restricted shares, and Ms. Feng Yongmei, Mr. Shi Fengwen, Mr. Li Xianzhe, each a senior management officer, and Mr. Luan Jie, secretary to the Board, were each granted 100,000 restricted shares, pursuant to the Company's 2023 Restricted Share Incentive Scheme.

- (1) 執行董事(除董事長外)不領取董事袍金，但有權根據各自在本公司及附屬公司所任職務(除董事職務外)領取薪酬。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬。
- (2) 離任董事吳燕璋先生、成磊先生於報告期內均不在公司領取薪酬。
- (3) 除上述所披露者外，報告期內本公司董事、監事、高級管理人員沒有持有本公司股份、相關股份及債券的權益及淡倉。
- (4) 獨立非執行董事陳均平女士2024—2025年度的薪酬將於其在本公司正式任職一年後發放。因此，於本報告期末，陳均平女士從公司獲得的稅前報酬總額為0元。
- (5) 根據公司2023年限制性股票激勵計劃，於2023年12月28日公司董事張繼恒先生被授予150,000股限制性股票，高級管理人員馮永梅女士、石鳳文先生、李銑哲先生及董事會秘書樂杰先生分別被授予100,000股限制性股票。

## Section 5 Corporate Governance

### 第五節 公司治理



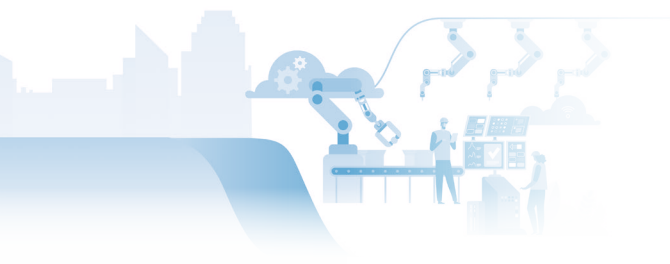
#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Li Junjie 李俊杰	Chinese, male, aged 47, is a bachelor's degree holder in Economics and EMBA. Mr. Li was an accountant of finance department, salesman of marketing department, deputy secretary and secretary of the Committee of Communist Youth League, deputy manager of human resources department, secretary to the board, deputy general manager, deputy party secretary and general manager in Beijing Tianhai Industry Co., Ltd. He was an executive director of the seventh session, eighth session, ninth session and tenth session of the Board of the Company since 16 December 2013, and was appointed as the general manager of the Company from 26 June 2014 to 11 December 2015, and from 25 April 2017 to 28 April 2023. He is currently the deputy general manager of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the chairman of Beijing Tianhai Industry Co., Ltd. and the non-executive director and chairman of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，47歲，經濟學學士，工商管理碩士；李先生曾任北京天海工業有限公司財務部會計、市場部業務員、團委副書記、團委書記、人力資源部副部長、董事會秘書、副總經理、黨委副書記、總經理。2013年12月16日起任本公司第七屆董事會執行董事、第八屆董事會執行董事、第九屆董事會執行董事、第十屆董事會執行董事，2014年6月26日至2015年12月11日及2017年4月25日至2023年4月28日任公司總經理。現任北京京城機電控股有限責任公司副總經理，北京天海工業有限公司董事長，北京京城機電股份有限公司第十一屆董事會非執行董事、董事長。
Zhang Jiheng 張繼恒	Chinese, male, aged 50. Mr. Zhang is the holder of a bachelor's degree in engineering and a senior engineer. Mr. Zhang served as a technician and the head of the first production division, deputy minister of the production department, assistant of general manager, minister of the supply department and deputy general manager of Beijing Tianhai Industry Co., Ltd., the general manager of Langfang Tianhai High Pressure Container Co., Ltd.* (廊坊天海高壓容器有限公司), the general manager of Beijing Minghui Tianhai Gas Storage Equipment Sales Co., Ltd.* (北京明暉天海氣體儲運裝備銷售有限公司) and the executive director, general manager of the tenth session of the Board of the Beijing Jingcheng Machinery Electric Company Limited. He is currently the Party secretary, vice chairman and general manager of Beijing Tianhai Industry Co., Ltd. He is an executive director and the general manager of the eleventh session of the board of directors of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，50歲，大學本科，工學學士，高級工程師。張先生曾任北京天海工業有限公司生產一處技術員、處長、生產部副部長、總經理助理、供應部部長、副總經理。廊坊天海高壓容器有限公司總經理。北京明暉天海氣體儲運裝備銷售有限公司總經理，北京京城機電股份有限公司第十屆董事會執行董事、總經理。現任北京天海工業有限公司黨委書記、副董事長、總經理，北京京城機電股份有限公司第十一屆董事會執行董事、總經理。
Zhou Yongjun 周永軍	Chinese, male, Han ethnicity, aged 58. He obtained an EMBA from Cheung Kong Graduate School of Business. Mr. Zhou served as the head of strategy and operation management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the secretary of the party branch and general manager of Beijing Jingcheng Electric Co., Ltd.* (北京京城電氣有限公司), the head of strategy and operation department (safety and environmental protection department), and the vice chairman of the labor union of Beijing Jingcheng Machinery Electric Holding Co., Ltd. Currently, he is head of technology and information department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，漢族，58歲，長江商學院EMBA。周先生曾擔任北京京城機電控股有限責任公司戰略與運營管理部部長，北京京城電氣有限公司黨支部書記、總經理，北京京城機電控股有限責任公司戰略運營部(安全環保部)部長，北京京城機電控股有限責任公司工會副主席。現任北京京城機電控股有限責任公司科技信息部部長，北京京城機電股份有限公司第十一屆董事會非執行董事。



## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Man Huiyong 滿會勇	<p>Chinese, male, Han ethnicity, aged 47, has a bachelor's degree in management and is an accountant. Mr. Man once served as the director of the financial management center of the finance department, the deputy director of the comprehensive budget management office of the planning department, the deputy director of the asset financial management department, the director of the asset financial management department, the deputy chief accountant, the chief accountant and the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd.* (北京北重汽輪電機有限責任公司), and the director of the audit centre of Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司). He is currently director of the Beijing Jingcheng Machinery Electric Company Limited*(北京京城機電股份有限公司), the director of Beijing Huade Hydraulic Industry Group Co., Ltd.* (北京華德液壓工業集團有限責任公司), director of Japan Jingcheng Industry Co., Ltd.* (京城工業株式會社), chief financial officer and director of Beijing Peitian Technology Co., Ltd.* (北京配天技術有限公司), supervisor of AVIC Maite Powder Metallurgy Technology (Beijing) Co., Ltd.* (中航邁特粉冶科技(北京)有限公司), supervisor of Beijing Hongda Rixin Motor Co., Ltd.* (北京宏達日新電機有限公司).</p> <p>中國國籍，男，漢族，47歲，管理學學士，會計師。滿先生曾任北京北重汽輪電機有限責任公司財務管理中心主任、企劃部全面預算管理室副主任、資產財務管理部副部長、資產財務管理部部長、副總會計師、總會計師、董事。北京京城機電控股有限責任公司審計中心主任。現任北京京城機電股份有限公司董事、北京華德液壓工業集團有限責任公司董事、京城工業株式會社董事、北京配天技術有限公司財務總監、董事、中航邁特粉冶科技(北京)有限公司監事、北京宏達日新電機有限公司監事。</p>
Li Chunzhi 李春枝	<p>Chinese, female, aged 48. She is the holder of a MBA degree and a middle-grade economist. Ms. Li served as the manager of translation and project of Beijing Mechanical Industry Automation Research Institute, product manager of product service department of Beijing Century Yinghua Information Technology Co., Ltd.* (北京世紀盈華資訊技術有限公司) and investment management manager and vice department head of the strategic and investment department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She is the vice department head of the investment asset and management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., vice general manager of Beijing Jingcheng Machinery Electric Industrial Investment Co., Ltd.* (北京京城機電產業投資有限公司), and the non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. She is currently the supervisor of Beijing Jingcheng Intelligent Technology Co., Ltd., and a non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.</p> <p>中國國籍，女，48歲，工商管理碩士，中級經濟師。李女士曾任北京機械工業自動化研究所翻譯、項目經理；北京世紀盈華信息技術有限公司產品服務部產品經理；北京京城機電控股有限責任公司戰略與投資部投資管理主管、副部長；北京京城機電控股有限責任公司投資資產管理部副部長；北京京城機電產業投資有限公司副總經理；北京京城機電股份有限公司第十屆董事會非執行董事。現任北京京城智能科技有限公司監事，北京京城機電股份有限公司第十一屆董事會非執行董事。</p>
Chen Junping 陳均平	<p>Chinese nationality, female, aged 60, holds a doctorate in accounting from the China Academy of Fiscal Sciences. Ms. Chen was formerly the director of the Financial Management Teaching and Research Room of the Finance Department of the Central Finance Management Cadre College, an associate professor and a master's degree tutor of the Finance Department of the Central University of Finance and Economics, and an associate professor and a master's degree tutor of the School of Accounting of the Central University of Finance and Economics. Currently, she is a professor and a master's degree tutor at the School of Accounting of Central University of Finance and Economics, and an independent non-executive Director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited.</p> <p>中國國籍，女，60歲，中國財政科學研究院會計學博士。陳女士曾任中央財政管理幹部學院財政系財務管理教研室主任，中央財經大學財政系副教授、碩士生導師，中央財經大學會計學院副教授、碩士生導師。現任中央財經大學會計學院教授、碩士生導師，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。</p>

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Zhao Xuguang 趙旭光	Chinese, male, aged 46. He obtained a doctoral degree in law from Renmin University of China. Mr. Zhao was an associate professor, an assistant to the dean of the School of Humanities and Social Sciences, the person in charge of undergraduate and master programs of law in North China Electric Power University, and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently the deputy dean, professor, and tutor of master programs of the School of Humanities and Social Sciences in North China Electric Power University; he is also a director of the Legal Writing Association of China Law Society, the executive vice president of the Beijing Legal Negotiation Society, and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，46歲，中國人民大學法學博士。趙先生曾任華北電力大學副教授、人文與社會科學學院院長助理、法學學科暨碩士點負責人，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任華北電力大學人文與社會科學學院副院長、教授、碩士生導師，中國法學會法律文書學研究會理事、北京法律談判研究會常務副會長，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Liu Jingtai 劉景泰	Chinese, male, aged 61. He obtained a doctoral degree in engineering from Nankai University. Mr. Liu was an associate professor of Nankai University, the deputy director of the Institute of Robotics and Information Automation of Nankai University, external director of Tianjin Zhonghuan Electronic Information (Group) Co., Ltd. and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently a professor and tutor of doctoral programs of the School of Artificial Intelligence of Nankai University, director of the Institute of Robotics and Information Automation of Nankai University, and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，61歲，南開大學工學博士。劉先生曾任南開大學副教授，南開大學機器人與信息自動化研究所副所長，天津中環電子信息集團有限公司外部董事，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任南開大學人工智能學院教授，博士生導師，南開大學機器人與信息自動化研究所所長，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Luan Dalong 樂大龍	Chinese, male, aged 61. He obtained a doctoral degree in management science and engineering from Northwestern Polytechnical University. Mr. Luan Dalong was a researcher at the Academy of Military Science and the independent non-executive director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. He is currently an independent director of Aerospace Hi-Tech Holding Group Co., Ltd., Hunan Valin Cable Co., Ltd., * (湖南華菱線纜股份有限公司), Beijing Tianma Intelligent Control Technology Co., Ltd.* (北京天瑪智控科技股份有限公司), and an independent non-executive director of the eleventh session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，61歲，西北工業大學管理科學與工程博士。樂大龍先生曾就任軍事科學院研究員，北京京城機電股份有限公司第十屆董事會獨立非執行董事。現任航天科技控股集團股份有限公司獨立董事，湖南華菱線纜股份有限公司獨立董事，北京天瑪智控科技股份有限公司獨立董事，北京京城機電股份有限公司第十一屆董事會獨立非執行董事。
Tian Dongqiang 田東強	Chinese, male, aged 59. He is a professor level senior engineer. Mr. Tian graduated from the School of Energy and Power Engineering of Xi'an Jiaotong University, majoring in thermal turbines, and from the Business School of Renmin University of China, majoring in EMBA. Mr. Tian is an expert entitled to special government allowance from the State Council. Mr. Tian was the chief engineer and deputy general manager of Beijing BEIZHONG Steam Turbine Generator Co., Ltd., and the general manager, party secretary, director and chairman of the board of Beijing Jingcheng New Energy Co., Ltd., and a supervisor and the chairman of the tenth session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. He is currently a despatched supervisor of the board and supervisory office of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and the supervisor and chairman of the eleventh session of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，59歲，教授級高級工程師。田先生畢業於西安交通大學能源與動力工程系熱力渦輪機專業、中國人民大學商學院EMBA專業。享受國務院政府津貼專家。曾任北京北重汽輪電機有限責任公司總工程師、副總經理，北京京城新能源有限公司總經理、黨委書記、董事、董事長，北京京城機電股份有限公司第十屆監事會監事、主席。現任北京京城機電控股有限責任公司董監事辦公室外派監事，北京京城機電股份有限公司第十一屆監事會監事、主席。



## IV. Directors, Supervisors and Senior Management Officers (Continued)

## (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

## 四、董事、監事和高級管理人員的情況(續)

## (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Li Zhe	Chinese, male, aged 59. He is an engineer with a bachelor's degree in engineering. Mr. Li had served as the technician, monitor, director, deputy director of the production department, director, assistant to general manager and deputy general manager of Beijing Tianhai Industry Co., Ltd., the general manager and chairman of the board of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd., deputy party secretary and secretary of the discipline inspection commission of Beijing Tianhai Industry Co., Ltd., supervisor of Shanghai Tianhai High Pressure Containers Co., Ltd., and supervisor of Langfang Tianhai High Pressure Containers Co., Ltd., and a supervisor of the tenth session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. He is currently the deputy party secretary and chairman of labour union of Beijing Tianhai Industry Co., Ltd., and a supervisor of the eleventh session of the supervisory committee of Beijing Jingcheng Machinery Electric Company Limited.
李哲	中國國籍，男，59歲，工學學士、工程師。李先生曾任北京天海工業有限公司生產一處技術員、班長、處長、生產部副部長、部長、總經理助理、副總經理，北京明暉天海氣體儲運裝備銷售有限公司總經理、董事長；北京天海工業有限公司黨委副書記、紀委書記；上海天海高壓容器有限公司監事；廊坊天海高壓容器有限公司監事，北京京城機電股份有限公司第十屆監事會監事。現任北京天海工業有限公司黨委副書記、工會主席，北京京城機電股份有限公司第十一屆監事會監事。
Wen Jinhua	Chinese, female, aged 46. She has a bachelor's degree in engineering and is a political engineer. Ms. Wen served as the deputy division head of the technology department, secretary to the general branch of the Communist Youth League and head of personnel of Beijing Modern Jingcheng Construction Machinery Co., Ltd* (北京現代京城工程機械有限公司), the head of integrated management department and secretary to the board of directors of Beijing Jingcheng Nagano Construction Machinery Company Limited* (北京京城長野工程機械有限公司), the listing management director of the securities department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., the deputy head of the human resources department of Beijing Tianhai Industry Co., Ltd. and a supervisor of the tenth session of supervisory committee of Beijing Jingcheng Machinery Electric Company Limited. She currently serves as a member of female employees committee of the labor union of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and director of the work department of the Party group, the vice chairman of the labor union, director of the female employees committee, secretary to the Party group and the Party branch of Beijing Tianhai Industry Co., Ltd., supervisor of Qingdao BYTQ United Digital Intelligence Co., Ltd., and a supervisor of the eleventh session of supervisory committee of Beijing Jingcheng Machinery Electric Company Limited.
文金花	中國國籍，女，46歲，工學學士，政工師。文女士曾任北京現代京城工程機械有限公司技術部副科長、團總支書記、人事科長；北京京城長野工程機械有限公司綜合管理部部長、董事會秘書；北京京城機電控股有限責任公司證券部上市管理主管；北京天海工業有限公司人力資源部副部長；北京京城機電股份有限公司第十屆監事會監事。現任北京京城機電控股有限責任公司工會女工委員會委員，北京天海工業有限公司黨群工作部部長、工會副主席、女工委員會主任、黨群黨支部書記、青島北洋天青數聯智能有限公司監事、北京京城機電股份有限公司第十一屆監事會監事。
Feng Yongmei	Chinese, female, aged 46, holds a master's degree in accounting and is a certified public accountant, senior accountant and lecturer. Ms. Feng served as an accountant at Suzhou Wuzhong District Housing Construction and Development Corporation* (蘇州市吳中區房屋建設開發總公司), a teacher at Nanjing Audit University* (南京審計學院), an auditor at Reanda Certified Public Accountants, a financial controller at CIFCO Group Co., Ltd.* (中期集團有限公司), a financial manager at Beijing Machinery & Electricity Institute Machine Tool Co., Ltd.* (北京機電院機床有限公司), the head of finance department and chief accountant at Beiren Group Corporation (北人集團公司). She currently serves as the chief financial officer at Beijing Tianhai Industry Co., Ltd., the chief accountant (financial controller) of Beijing Jingcheng Machinery Electric Company Limited and a director and the chief accountant of Jingcheng Holding (Hong Kong) Co., Ltd..
馮永梅	中國國籍，女，46歲，會計學碩士，註冊會計師、正高級會計師、講師。馮永梅曾任蘇州市吳中區房屋建設開發總公司會計，南京審計學院教師，利安達會計師事務所審計師，中期集團有限公司財務主管，北京機電院機床有限公司財務經理，北人集團公司財務部長、總會計師。現任北京天海工業有限公司財務總監，北京京城機電股份有限公司總會計師(財務負責人)、京城控股(香港)有限公司董事及總會計師。



## Section 5 Corporate Governance

### 第五節 公司治理



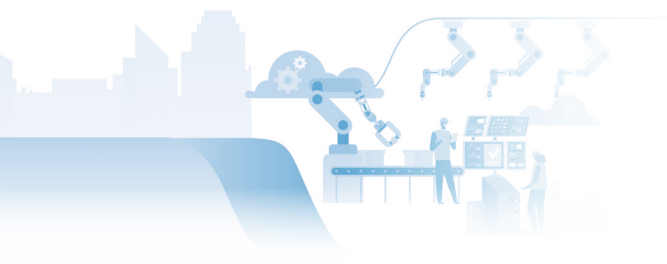
#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Shi Fengwen 石鳳文	Chinese, male, aged 54, is a chief engineer with a bachelor's degree in engineering. Mr. Shi was an assistant engineer, engineer, vice department head and department head of the technical department, deputy chief engineer, vice director of the technology and quality department, manager representative, assistant to general manager, director of the technical department, director of the technology and quality department at Beijing Tianhai Industry Co., Ltd.. Currently, he is the chief engineer and director of new product development department of Beijing Tianhai Industry Co., Ltd., and chief engineer of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，54歲，工學學士，正高級工程師。石先生曾任北京天海工業有限公司技術處助理工程師、工程師、技術處副處長、技術處處長、副總工程師、技術質量部副部長、管理者代表、總經理助理、技術部部長、技術質量部部長。現任北京天海工業有限公司總工程師、新產品研發部部長，北京京城機電股份有限公司總工程師。
Li Xianzhe 李銑哲	Chinese, male, aged 39, has a bachelor's degree in management from China University of Geosciences (Beijing), and a master's degree in civil and commercial law from Beijing University of Chemical Technology, a holder of legal professional qualification, enterprise legal consultant practice qualification and securities practice qualification. Mr. Li used to be the legal specialist and the deputy director of the audit legal sector of the Printing Machine Business Department of Beiren Group Corporation (北人集團公司), the clerk, deputy chief clerk of Beijing Miyun Commission for Discipline Inspection, and the deputy director of the Case Supervision and Administration Office. He is now the general counsel of Beijing Tianhai Industry Co., Ltd. and Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，39歲，中國地質大學(北京)管理學學士，北京化工大學民商法學碩士，具備法律職業資格、企業法律顧問執業資格、證券從業資格。李先生曾任北人集團公司法務專員、印機事業部審計法務部副部長，北京密雲紀委科員、副主任科員、案件監督管理室副主任等職。現任北京天海工業有限公司總法律顧問、北京京城機電股份有限公司總法律顧問。
Luan Jie 樂杰	Chinese, male, aged 44, has a bachelor's degree in law. Mr. Luan was an officer in the legal department of Beijing Chaopi Trading Co., Ltd.* (北京朝批商貿股份有限公司), a lawyer in Beijing Jingdu Law Firm, deputy manager in legal and securities department, officer and secretary to the board of directors of Beijing Jingkelong Co., Ltd.* (北京京客隆商業集團股份有限公司), chief legal officer of Golden Harvest (Beijing) Cinema Management Consultancy Co., Ltd.. He has been the secretary to the Board of the Company since 18 November 2016. Currently, he is the secretary to the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，44歲，法學學士。樂先生曾任北京朝批商貿股份有限公司法務部職員、北京市京都律師事務所律師、北京京客隆商業集團股份有限公司證券法務部副主任、主任，董事會秘書，北京嘉禾影城管理諮詢有限公司法務總監。2016年11月18日起任本公司董事會秘書至今。現任北京京城機電股份有限公司董事會秘書。



## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

Other information

√ Applicable □ Not applicable

1. On 28 May 2024, the Board received a written resignation report from Mr. Xiong Jianhui, an independent non-executive Director. Due to personal work reasons, in particular in order to dedicate more time to his other career commitments, Mr. Xiong Jianhui tendered his resignation from the position of an independent non-executive Director of the eleventh session of the Board of the Company, the chairman of the audit committee and a member of the remuneration and monitoring committee of the Board. Mr. Xiong Jianhui would not take up any positions in the Company after his resignation became effective.

Since the number of independent non-executive Directors of the Company would be less than one third of the members of the Board after the resignation of Mr. Xiong Jianhui, in accordance with the "Administrative Measures for Independent Directors of Listed Companies", the "Rules Governing the Listing of Stocks on the SSE" and other laws and regulations and the provisions of the "Articles of Association", the resignation would take effect upon the election of a new independent non-executive Director in a general meeting of the Company to fill his vacancy. Prior to the effect of the resignation, Mr. Xiong Jianhui continued to perform the relevant duties of an independent non-executive Director, the chairman of the audit committee and a member of the remuneration and monitoring committee of the Board.

In order to safeguard the normal operation of the Board of the Company, according to the "Company Law of the PRC", the "Administrative Measures for Independent Directors of Listed Companies" and the relevant provisions of the "Articles of Association", the Company convened the sixth extraordinary meeting of the eleventh session of the Board on 28 May 2024, at which the "Resolution in relation to the Change of Independent Non-Executive Director of the Eleventh Session of the Board of the Company" was considered and approved. Upon nomination by the nomination committee of the Board, the Board agreed to nominate Ms. Chen Junping as a candidate for independent non-executive Director of the eleventh session of the Board of the Company. The proposed term of office would commence from the date of consideration and approval at the 2023 annual general meeting to the 2025 annual general meeting. Subject to the consideration and approval by the Shareholders of the appointment of Ms. Chen Junping as an independent non-executive Director of the Company at the 2023 annual general meeting, the Company intended to enter into a service contract with Ms. Chen Junping and Ms. Chen Junping would be entitled to receive an annual emolument of RMB80,000, which was determined based on the director's remuneration standard of the Company, with reference to the annual assessment indicators. A resolution was prepared by the remuneration and monitoring committee of the Board accordingly. Having been considered and approved by the Board, the resolution was submitted for approval at the general meeting. (Enquiry index: [www.sse.com.cn](http://www.sse.com.cn) Company announcement: Lin 2024-015)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

其他情況說明

√ 適用 □ 不適用

- 1、董事會於2024年5月28日收到獨立非執行董事熊建輝先生的書面辭職報告。熊建輝先生因個人工作原因，特別是需投放更多時間於其他業務，申請辭去公司第十一屆董事會獨立非執行董事、董事會審計委員會主席及薪酬與考核委員會委員職務，其辭職生效後熊建輝先生將不再擔任公司任何職務。

鑒於熊建輝先生辭職後將導致公司獨立非執行董事人數少於董事會成員的三分之一，根據《上市公司獨立董事管理辦法》、《上海證券交易所股票上市規則》等法律法規及《公司章程》的規定，該辭職申請將自公司股東大會選舉產生新任獨立非執行董事填補其空缺後生效。在辭職申請生效前，熊建輝先生繼續履行公司獨立非執行董事、董事會審計委員會主席及薪酬與考核委員會委員的相關職責。

為保障公司董事會工作的正常開展，根據《中國公司法》、《上市公司獨立董事管理辦法》及《公司章程》有關規定，公司於2024年5月28日召開第十一屆董事會第六次臨時會議，審議通過《關於更換公司第十一屆董事會獨立非執行董事的議案》。經董事會提名委員會提名，董事會同意提名陳均平女士為公司第十一屆董事會獨立非執行董事候選人，任期自2023年年度股東大會審議通過之日起至2025年年度股東大會止。待股東於2023年年度股東大會上審議批准委任陳均平女士為公司獨立非執行董事後，公司擬與陳均平女士簽訂服務合約，陳均平女士將有權收取年度袍金人民幣8萬元，該袍金乃根據公司董事薪酬標準，結合年度考核指標釐定，由董事會薪酬與考核委員會擬定方案，經董事會審議通過後，報請股東大會批准。(查詢索引：[www.sse.com.cn](http://www.sse.com.cn)公司公告：臨2024-015)

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (i) Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

2. On 27 June 2024, the Company convened the 2023 annual general meeting, at which the "Resolution in relation to the Change of Independent Non-executive Directors of the Eleventh Session of the Board of Directors of the Company" was considered and approved, with Ms. Chen Junping elected as an independent non-executive Director of the eleventh session of the Board. Upon the election of Ms. Chen Junping, the resignation of Mr. Xiong Jianhui became effective. (Enquiry index: [www.sse.com.cn](http://www.sse.com.cn) Company announcement: Lin 2024-024)

On 28 June 2024, the Company convened the eighth extraordinary meeting of the eleventh session of the Board, at which the "Resolution in relation to the Change of the Relevant Members of the Audit Committee and the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors" was considered and approved. As approved unanimously by all attending Directors, Ms. Chen Junping was appointed as a member of the audit committee and a member of the remuneration and monitoring committee of the eleventh session of the Board, with a term commencing from 28 June 2024 until the conclusion of the 2025 annual general meeting. (Enquiry index: [www.sse.com.cn](http://www.sse.com.cn) Company announcement: Lin 2024-025)

3. On 30 December 2024, the Board received resignation reports from Mr. Wu Yanzhang and Mr. Cheng Lei, each a non-executive Director. Mr. Wu Yanzhang applied for resignation as a non-executive Director of the eleventh session of the Board and a member of the strategy committee of the Board as he had reached retirement age and completed the retirement formalities. Mr. Wu Yanzhang would not take up any positions in the Company after his resignation became effective. Mr. Cheng Lei applied for resignation as a non-executive Director of the eleventh session of the Board due to work arrangements. Mr. Cheng Lei would not take up any positions in the Company after his resignation became effective.

In order to safeguard the regulatory compliance of the Board of the Company, according to the "Company Law of the PRC", the "Administrative Measures for Independent Directors of Listed Companies" and the relevant provisions of the "Articles of Association", the Company convened the tenth extraordinary meeting of the eleventh session of the Board on 30 December 2024, at which the "Resolution in relation to the Change of Non-Executive Directors of the Eleventh Session of the Board of Directors" was considered and approved. The resignation of Mr. Wu Yanzhang and that of Mr. Cheng Lei were accepted by the Board, both effective from 30 December 2024. Upon nomination by the eleventh session of the nomination committee of the Board of the Company, the Board agreed to nominate Mr. Wang Kai to replace Mr. Wu Yanzhang and Mr. Zhao Xihua to replace Mr. Cheng Lei as candidates for non-executive Directors of the eleventh session of the Board. The resolution will be submitted for approval at a general meeting. The proposed term of office will commence from the date of approval at the general meeting to the 2025 annual general meeting. (Enquiry index: [www.sse.com.cn](http://www.sse.com.cn) Company announcement: Lin 2024-049)

#### 四、董事、監事和高級管理人員的情況(續)

##### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

- 2、公司於2024年6月27日召開2023年年度股東大會，審議通過《關於更換公司第十一屆董事會獨立非執行董事的議案》，選舉陳均平女士為公司第十一屆董事會獨立非執行董事。同時，熊建輝先生的辭職申請正式生效。(查詢索引：[www.sse.com.cn](http://www.sse.com.cn)公司公告：臨2024-024)

2024年6月28日，公司召開第十一屆董事會第八次臨時會議，審議通過《關於更換第十一屆董事會審計委員會與薪酬與考核委員會相關成員的議案》，與會董事一致同意推選陳均平女士擔任第十一屆董事會審計委員會委員及薪酬與考核委員會委員，任期自2024年6月28日至2025年年度股東大會止。(查詢索引：[www.sse.com.cn](http://www.sse.com.cn)公司公告：臨2024-025)

- 3、董事會於2024年12月30日收到非執行董事吳燕璋先生、非執行董事成磊先生的辭職報告。吳燕璋先生由於已到退休年齡，並已辦理退休手續，向公司董事會申請辭去第十一屆董事會非執行董事、董事會戰略委員會委員之職務，辭職生效後吳燕璋先生將不再擔任公司任何職務。成磊先生由於工作原因，向公司董事會申請辭去第十一屆董事會非執行董事之職務，辭職生效後成先生將不再擔任公司任何職務。

為保障公司董事會的依法依規運作，根據《中國公司法》、《上市公司獨立董事管理辦法》及《公司章程》有關規定，公司於2024年12月30日召開第十一屆董事會第十次臨時會議，審議通過《關於更換第十一屆董事會非執行董事的議案》，董事會接受吳燕璋先生及成磊先生的辭職，於2024年12月30日生效。根據公司董事會第十一屆提名委員會的提名，董事會同意王凱先生接替吳燕璋先生、趙細華先生接替成磊先生，擔任第十一屆董事會非執行董事候選人，並提交公司股東大會審議。建議任期自公司股東大會批准日起至2025年年度股東大會為止。(查詢索引：[www.sse.com.cn](http://www.sse.com.cn)公司公告：臨2024-049)

## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and resigned Directors, Supervisors and senior management officers during the Reporting Period

###### 1. Positions in Shareholder Entities

√ Applicable □ Not applicable

###### 1. 在股東單位任職情況

√ 適用 □ 不適用

Name 任職人員姓名	Name of shareholder entity 股東單位名稱	Position(s) held at shareholder entities 在股東單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Li Junjie 李俊杰	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Deputy general manager 副總經理	February 2023 2023年2月	—
Zhou Yongjun 周永軍	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the technology and information department 科技信息部部長	June 2021 2021年6月	—
Tian Dongqiang 田東強	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Assigned supervisor of the strategic planning department (office of directors and supervisors) 戰略規劃部(董監事辦公室)外派監事	April 2020 2020年4月	—
Wu Yanzhang (resigned) 吳燕璋(離任)	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the investment and development department 投資發展部部長	May 2015 2015年5月	December 2024 2024年12月
Cheng Lei (resigned) 成磊(離任)	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the organization (human resources) department 組織部(人力資源部)部長	July 2022 2022年7月	December 2024 2024年12月
Description of Positions in Shareholder Entities 在股東單位任職情況的說明	Not applicable 不適用			

###### 2. Position(s) in Other Entities

√ Applicable □ Not applicable

###### 2. 在其他單位任職情況

√ 適用 □ 不適用

Name 任職人員姓名	Name(s) of other entities 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Zhou Yongjun 周永軍	Beijing Beiyi Machine Tool Co., Ltd. 北京北一機床有限責任公司	Director 董事	February 2023 2023年2月	—
	Beijing Jingcheng Heavy Industry Co., Ltd. 北京京城重工機械有限責任公司	Director 董事	April 2021 2021年4月	—
	Beijing Mechanical and Electrical Institute Co., Ltd. 北京市機械研究院有限責任公司	Chairman 董事長	July 2023 2023年7月	—
Man Huiyong 滿會勇	Beijing Huade Hydraulic Industry Group Co., Ltd. 北京華德液壓工業集團有限責任公司	Director 董事	May 2022 2022年5月	—
	Japan Jingcheng Industry Co., Ltd. 京城工業株式會社	Director 董事	October 2021 2021年10月	—
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Chief financial officer, Director 財務總監、董事	June 2023 2023年6月	—
	AVIC Maite Powder Metallurgy Technology (Beijing) Co., Ltd. 中航邁特粉冶科技(北京)有限公司	Supervisor 監事	December 2021 2021年12月	—
	Beijing Hongda Rixin Motor Co., Ltd. 北京宏達日新電機有限公司	Supervisor 監事	December 2021 2021年12月	—

## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

##### 2. Position(s) in Other Entities (Continued)

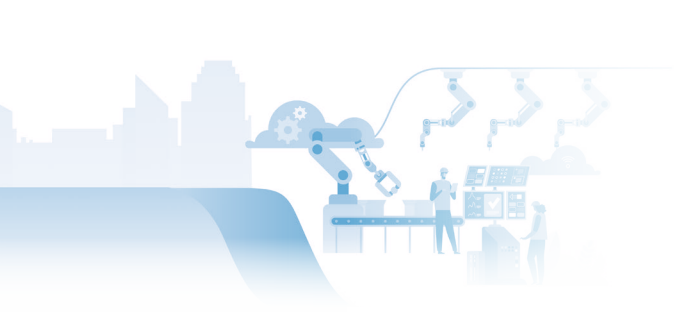
#### 四、董事、監事和高級管理人員的情況(續)

##### (二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

##### 2、在其他單位任職情況(續)

Name 任職人員姓名	Name(s) of other entities 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Li Chunzhi 李春枝	Beijing Jingcheng Dechuang Fund Management Co., Ltd. 北京京城德創基金管理有限公司	Chairman of supervisory committee 監事會主席	August 2018 2018年8月	—
	Beijing Huateng Jingyan Technology Co., Ltd. 北京華騰京研科技有限公司	Director 董事	November 2022 2022年11月	—
	Beijing Zhitong Precision Transmission Technology Co., Ltd. 北京智同精密傳動科技有限責任公司	Director 董事	March 2022 2022年3月	—
	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Supervisory 監事	March 2023 2023年3月	—
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Director 董事	April 2023 2023年4月	—
	Beijing Humanoid Innovation Center Co., Ltd. 北京人形機器人創新中心有限公司	Deputy general manager 副總經理	June 2017 2017年6月	—
Chen Junping 陳均平	School of Accounting of Central University of Finance and Economics 中央財經大學會計學院	Professor and master's degree tutor 教授、碩士生導師	April 2013 2013年4月	—
Zhao Xuguang 趙旭光	North China Electric Power University 華北電力大學	Member and deputy dean of Party Committee of the School of Humanities and Social Sciences 人文與社會科學學院黨委委員、副院長	September 2018 2018年9月	—
Liu Jingtai 劉景泰	School of Artificial Intelligence of Nankai University and the Institute of Robotics and Information Automation of Nankai University 南開大學人工智能學院機器人與信息自動化研究所	Director 所長	October 2007 2007年10月	—
Luan Dalong 樂大龍	Aerospace Hi-Tech Holding Group Co., Ltd. 航天科技控股集團股份有限公司	Independent director 獨立董事	April 2017 2017年4月	—
	DHC Software Co Ltd. 東華軟件股份有限公司	Independent director 獨立董事	March 2016 2016年3月	—
	Hunan Valin Co., Ltd. 湖南華菱股份有限公司	Independent director 獨立董事	September 2019 2019年9月	—
	Suzhou Ruikea Connection System Co., Ltd. 蘇州瑞可達連接系統有限公司	Independent director 獨立董事	March 2017 2017年3月	—
Xiong Jianhui (resigned) 熊建輝(離任)	WUYIGE Certified Public Accountants LLP 大信會計師事務所(特殊普通合夥)	Convener 合夥人	April 2013 2013年4月	—





## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (ii) Positions of current and resigned Directors, Supervisors and senior management officers during the Reporting Period (Continued)

###### 2. Position(s) in Other Entities (Continued)

#### 四、董事、監事和高級管理人員的情況(續)

##### (二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

###### 2、在其他單位任職情況(續)

Name 任職人員姓名	Name(s) of other entities 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Wu Yanzhang (resigned) 吳燕璋(離任)	Beijing Hitachi Energy High Voltage Switchgear Co., Ltd. 北京日立能源高壓開關設備有限公司	Director 董事	April 2016 2016年4月	Retired 已退休
	Beijing ABB High Voltage Switch Gear Co., Ltd. 北京ABB開關有限公司	Director 董事	May 2019 2019年5月	
	Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Director 董事	February 2023 2023年2月	
	Beiren Intelligent Equipment Technology Co., Ltd. 北人智能裝備科技有限公司	Director 董事	May 2022 2022年5月	
	Beijing Beikai Electric Co., Ltd. 北京北開電氣股份有限公司	Director 董事	November 2021 2021年11月	
	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Supervisor 監事	February 2021 2021年2月	
	Japan Jingcheng Industry Co., Ltd. 京城工業株式會社	Director 董事	May 2019 2019年5月	
	AVIC Maite Additive Technology (Beijing) Co., Ltd. 中航邁特增材科技(北京)有限公司	Director 董事	December 2021 2021年12月	
	Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Chairman of supervisory committee 監事會主席	April 2023 2023年4月	
Cheng Lei (resigned) 成磊(離任)	Beijing Jingcheng International Financial Leasing Co., Ltd. 北京京城國際融資租賃有限公司	Director 董事	May 2022 2022年5月	December 2024 2024年12月
	Beijing Jingcheng Zhidi Co., Ltd. 北京京城置地有限公司	Chairman 董事長	October 2024 2024年10月	—
	Beijing Jianji Real Estate Co., Ltd. 北京建機房地產有限公司	Chairman 董事長	November 2024 2024年11月	—
Description of Positions in Other Entities 在其他單位任職情況的說明	Not applicable 不適用			



## Section 5 Corporate Governance

### 第五節 公司治理



#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (iii) Remunerations of Directors, Supervisors and senior management officers

☒ Applicable ☐ Not applicable

Decision making process of remuneration of Directors, Supervisors and senior management

董事、監事、高級管理人員報酬的決策程序

Whether the Director recused himself/herself from the discussion of his/her own remuneration at Board meeting

董事在董事會討論本人薪酬事項時是否迴避

The specific circumstances under which the Remuneration and Monitoring Committee or independent Director's specialized meeting has issued recommendations on matters regarding the remuneration of Directors, Supervisors and senior management;

薪酬與考核委員會或獨立董事專門會議關於董事、監事、高級管理人員報酬事項發表建議的具體情況

Basis for determination of remuneration of Directors, Supervisors and Senior Management

董事、監事、高級管理人員報酬確定依據

Actual payment for the remuneration of Directors, Supervisors and senior management officers

董事、監事和高級管理人員報酬的實際支付情況

Total actual remuneration of all Directors, Supervisors and senior management officers at the end of the Reporting Period

報告期末全體董事、監事和高級管理人員實際獲得的報酬合計

#### 四、董事、監事和高級管理人員的情況(續)

##### (三) 董事、監事、高級管理人員報酬情況

☒ 適用 ☐ 不適用

Resolution on the remuneration of Directors and senior management officers is prepared by the remuneration and monitoring committee of the Board. The remuneration of senior management officers is to be considered and approved by the Board while the remuneration of Directors and Supervisors are to be considered and approved by the Board and the Supervisory Committee, respectively, and reported to the general meeting for consideration and approval.

公司董事、高級管理人員報酬由董事會薪酬與考核委員會擬定方案，高級管理人員的報酬由董事會審議批准，董事的報酬由董事會審議通過報請股東大會批准，監事的報酬由監事會審議通過報請股東大會批准。

Yes

是

The Remuneration and Monitoring Committee or independent Directors had expressed their affirmative opinion.

薪酬與考核委員會或獨立董事均發表了同意的意見

The remuneration of Directors, Supervisors and senior management officers is determined in accordance with the remuneration standard of Directors, Supervisors and senior management officers formulated by the Company, as well as the annual assessment indicators.

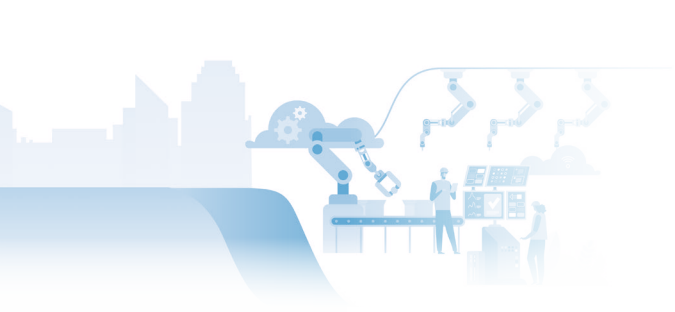
按照公司制定的董事、監事及高級管理人員薪酬標準，結合年度考核指標，確定董事、監事及高級管理人員報酬。

Please refer to the above table headed "Change in shareholding and remuneration of current and resigned Directors, Supervisors and senior management officers during the Reporting Period

見上述「現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(表)」。

RMB4.5483 million

人民幣454.83萬元



## Section 5 Corporate Governance

### 第五節 公司治理

#### IV. Directors, Supervisors and Senior Management Officers (Continued)

##### (iv) Changes of Directors, Supervisors and senior management

☒ Applicable ☐ Not applicable

Name 姓名	Position 擔任的職務	Changes 變動情形	Reason 變動原因
Wu Yanzhang 吳燕璋	Non-executive Director 非執行董事	Resignation 離任	Retirement 退休
Cheng Lei 成磊	Non-executive Director 非執行董事	Resignation 離任	Adjustment of work arrangements 工作變動
Xiong Jianhui 熊建輝	Independent non-executive Director 獨立非執行董事	Resignation 離任	Personal work reasons 個人工作原因
Chen Junping 陳均平	Independent non-executive Director 獨立非執行董事	Election 選舉	Appointment 任職

##### (v) Description of penalties imposed by securities regulatory bodies in the past three years

☐ Applicable ☒ Not applicable

##### (vi) Others

☐ Applicable ☒ Not applicable

#### 四、董事、監事和高級管理人員的情況(續)

##### (四) 公司董事、監事、高級管理人員變動情況

☒ 適用 ☐ 不適用

##### (五) 近三年受證券監管機構處罰的情況說明

☐ 適用 ☒ 不適用

##### (六) 其他

☐ 適用 ☒ 不適用

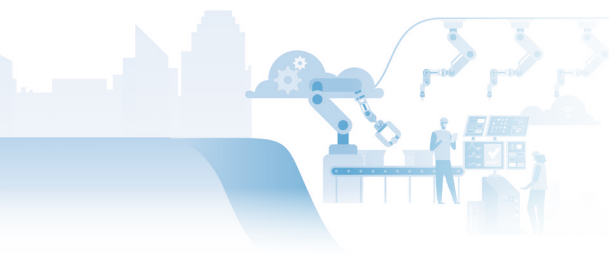
## Section 5 Corporate Governance

### 第五節 公司治理



#### V. Relevant information of the Meetings of Board held during the Reporting Period 五、報告期內召開的董事會有關情況

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Third Meeting of the Eleventh Session of the Board	28 March 2024	<ol style="list-style-type: none"> <li>The "Full Text and Abstract of the 2023 Annual Report and the H Shares Results Announcement of the Company" were considered and approved;</li> <li>The "2023 Annual Work Report of the Board of the Company" was considered and approved;</li> <li>The "2023 Audited Financial Report of the Company" was considered and approved;</li> <li>The "2023 Internal Control Assessment Report of the Company" was considered and approved;</li> <li>The "2023 Audit Report on Internal Control over Financial Reporting of the Company" was considered and approved;</li> <li>The "2023 Social Responsibility Report of the Company" was considered and approved;</li> <li>The "Resolution on the "Corporate Governance Report" (Draft) of the Company Required to be Disclosed for H Shares and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the "Corporate Governance Report"" was considered and approved;</li> <li>The "Resolution on the 2023 "Environmental, Social and Governance Report" (Draft) of the Company, and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the 2023 "Environmental, Social and Governance Report"" was considered and approved;</li> <li>The "Resolution on the Work Report of the General Manager" was considered and approved;</li> <li>The "Report of the Independent Non-executive Directors of the Company for the Year of 2023" was considered and approved;</li> <li>The "Resolution on the Performance of the Audit Committee of the Board for the Year of 2023" was considered and approved;</li> <li>The "Resolution in relation to the Payment for the Audit Fee of the Financial Reports for the Year of 2023 to ShineWing Certified Public Accountants (Special General Partnership)" was considered and approved;</li> <li>The "Resolution in relation to the Payment for the Audit Fee for the Year of 2023 to Da Hua Certified Public Accountants (Special General Partnership)" was considered and approved;</li> <li>The "Resolution in relation to the Report of the Audit Committee on the Performance of Supervisory Duties by in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership)" was considered and approved;</li> <li>The "Resolution in relation to the Report on the Assessment of the Company on the Duties Performance by Resolution in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership)" was considered and approved;</li> <li>The "2024 Audit Plan of the Company" was considered and approved;</li> <li>The "2024 Assessment Plan of the Company's Internal Control" was considered and approved;</li> <li>The "Resolution in relation to the 2023 Internal Audit Report on the Deposit and Use of Raised Funds of the Company" was considered and approved;</li> <li>The "Resolution in relation to the Special Report on the Deposit and Use of Raised Funds of the Company in 2023" was considered and approved;</li> <li>The "Proposal of the Company Not to Distribute Profit for the Year of 2023" was considered and approved;</li> </ol>
第十一屆董事會第三次會議	2024年3月28日	<ol style="list-style-type: none"> <li>審議通過《公司2023年年度報告全文及摘要、H股業績公告》；</li> <li>審議通過《公司2023年度董事會工作報告》；</li> <li>審議通過《公司2023年度經審計的財務報告》；</li> <li>審議通過《公司2023年度內部控制評價報告》；</li> <li>審議通過《公司2023年度財務報告內部控制審計報告》；</li> <li>審議通過《公司2023年度社會責任報告》；</li> <li>審議通過《公司H股需披露的〈企業管治報告〉(草案)，並授權董事會秘書負責後續審核修改〈企業管治報告〉的議案》；</li> <li>審議通過《公司2023年〈社會、環境及管治報告〉(草案)，並授權董事會秘書負責後續審核修改2023年〈社會、環境及管治報告〉的議案》；</li> <li>審議通過《總經理工作報告的議案》；</li> <li>審議通過《公司2023年度獨立非執行董事述職報告》；</li> <li>審議通過《董事會審計委員會2023年度履職情況的議案》；</li> <li>審議通過《關於支付信永中和會計師事務所(特殊普通合夥)2023年度財務報告審計費用的議案》；</li> <li>審議通過《關於支付大華會計師事務所(特殊普通合夥)2023年度審計費用的議案》；</li> <li>審議通過《關於審計委員會對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履行監督職責情況的報告的議案》；</li> <li>審議通過《關於公司對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履職情況評估報告的議案》；</li> <li>審議通過《公司2024年度審計計劃》；</li> <li>審議通過《公司2024年度內部控制評價方案》；</li> <li>審議通過《關於公司2023年度募集資金存放與使用情況內部審計報告的議案》；</li> <li>審議通過《關於公司2023年度募集資金存放與使用情況的專項報告的議案》；</li> <li>審議通過《公司2023年度不進行利潤分配的預案》；</li> </ol>



## Section 5 Corporate Governance

### 第五節 公司治理

#### V. Relevant information of the Board of Directors held during the Reporting Period

(Continued)

#### 五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
		<div>21. The "Resolution on Provision for Impairment of the Company for the Year of 2023" was considered and approved;</div> <div>22. The "2024 Financing Guarantee Plan of the Company" was considered and approved;</div> <div>23. The "Resolution in relation to the Completion of the Annual Performance Guarantee by Qingdao BYTQ United Digital Intelligence Co., Ltd. for 2023" was considered and approved;</div> <div>24. The "Resolution in relation to the Change of the Company's Accounting Policy" was considered and approved;</div> <div>25. The "2024 Business Plan of the Company" was considered and approved;</div> <div>26. The "2024 Research and Development Plan of the Company" was considered and approved;</div> <div>27. The "Remuneration and Performance Assessment Results of the Senior Management Members of the Company for the Year of 2023" were considered and approved;</div> <div>28. The "Resolution in relation to the "Performance Assessment Contract for Senior Management Members" of the Company for the Year of 2024, and the Authorisation to the Chairman of the Board to Enter into Contracts with the Senior Management Members" was considered and approved;</div> <div>29. The "Resolution to be Submitted to the 2023 Annual General Meeting for Approving the Authorisation to the Board to Issue New H Shares Not Exceeding 20% of the Total Issued H Shares" was considered and approved;</div> <div>30. The "Resolution in Relation to the Taking Out of the Company in the Liability Insurance of Directors, Supervisors and Senior Management Members for the Year of 2024" was considered and approved.</div> <div>21、審議通過《公司2023年度計提減值準備的議案》；</div> <div>22、審議通過《公司2024年度融資擔保計劃》；</div> <div>23、審議通過《關於青島北洋天青數聯智能有限公司2023年度業績承諾完成的議案》；</div> <div>24、審議通過《關於公司會計政策變更的議案》；</div> <div>25、審議通過《公司2024年度經營計劃》；</div> <div>26、審議通過《公司2024年度研發計劃》；</div> <div>27、審議通過《公司2023年度高級管理人員薪酬與绩效考核結果》；</div> <div>28、審議通過《公司2024年&lt;高級管理人員績效考核業績合同&gt;，並授權董事長與高級管理人員簽署該合同的議案》；</div> <div>29、審議通過《提請公司2023年度股東週年大會批准授權董事會在已發行H股本總面值的20%發行H股新股的議案，並同意將該議案提交2023年度股東週年大會》；</div> <div>30、審議通過《關於公司投保2024年度董監事及高級管理人員責任保險的議案》。</div> <div>The "2024 First Quarterly Report of the Company" was considered and approved.</div>
Fourth Meeting of the Eleventh Session of the Board 第十一屆董事會第四次會議	29 April 2024 2024年4月29日	<div>審議通過《公司2024年第一季度報告》。</div> <div>1. The "Resolution in relation to the Amendments to the Articles of Association" was considered and approved;</div> <div>2. The "Resolution in relation to the Amendments to the Relevant Systems of the Company" was considered and approved;</div> <div>3. The "Resolution in relation to the Change of Independent Non-executive Director of the Eleventh Session of the Board of the Company" was considered and approved;</div> <div>4. The "Resolution in relation to the Remuneration of and the Entering into of the Written Contract with the Independent Non-executive Director of the Eleventh Session of the Board of the Company" was considered and approved;</div> <div>5. The "Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and the Internal Control Audit for 2024" was considered and approved, and shall be submitted to the 2023 annual general meeting of the Company for the authorisation of the Board to enter into a letter of appointment and determine its remuneration;</div> <div>6. The "Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder" was considered and approved;</div> <div>7. The "Resolution in relation to the Convening Time of the 2023 Annual General Meeting of the Company" was considered and approved.</div>
Sixth Extraordinary Meeting of the Eleventh Session of the Board 第十一屆董事會第六次臨時會議	28 May 2024 2024年5月28日	<div>審議通過《關於修訂&lt;公司章程&gt;的議案》；</div> <div>2、審議通過《關於修訂公司相關制度的議案》；</div> <div>3、審議通過《關於更換公司第十一屆董事會獨立非執行董事的議案》；</div> <div>4、審議通過《公司第十一屆董事會獨立非執行董事薪酬及訂立書面合同的議案》；</div> <div>5、審議通過《關於選聘2024年度財務報表審計及內部控制審計項目審計機構的議案》，並提請年度股東大會授權董事會負責與其簽署聘任協議以及決定其酬金的事項；</div> <div>6、審議通過《關於控股股東全資子公司先行投資上海舜華的議案》；</div> <div>7、審議通過《公司2023年年度股東大會召開時間的議案》。</div>

## Section 5 Corporate Governance

### 第五節 公司治理



#### V. Relevant information of the Board of Directors held during the Reporting Period

(Continued)

#### 五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Seventh Extraordinary Meeting of the Eleventh Session of the Board 第十一屆董事會第七次臨時會議	31 May 2024 2024年5月31日	The "Resolution on the Convening Time of the Company's First Extraordinary General Meeting of 2024" was considered and approved. 審議通過《關於公司2024年第一次臨時股東大會召開時間的議案》。
Eighth Extraordinary Meeting of the Eleventh Session of the Board 第十一屆董事會第八次臨時會議	28 June 2024 2024年6月28日	1. The "Resolution in relation to the Change of the Relevant Members of the Audit Committee and the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors" was considered and approved; 2. The "Resolution in Relation to Connected Transactions Related to the Acquisition of Precision Numerical Control Machine Tools of BYJC by Tianhai Industry" was considered and approved. 1、審議通過《關於更換第十一屆董事會審計委員會及薪酬與考核委員會相關成員的議案》; 2、審議通過《關於天海工業採購北一機床精加工數控機床相關關聯交易的議案》。
Fifth Meeting of the Eleventh Session of the Board 第十一屆董事會第五次會議	16 August 2024 2024年8月16日	1. The resolution in relation to the "Full Text and Abstract of the 2024 A Shares Interim Report and the H Shares Results Announcement of the Company" was considered and approved; 2. The "Resolution on the Provision for Impairment of the Company in the First Half of 2024" was considered and approved; 3. The "Resolution in relation to the Special Report on the Deposit and Use of Raised Funds in the First Half of 2024" was considered and approved; 4. The "Resolution in relation to the Internal Audit Report on the Deposit and Use of Raised Funds of the Company in the First Half of 2024" was considered and approved; 5. The "Resolution in relation to the Application made to Tianjin Branch of Construction Bank for Bank Acceptance Notes and a Secured Working Capital Loan by Tianjin Tianhai, a subsidiary of the Company" was considered and approved; 6. The "Resolution in relation to the Application made to Tianjin Branch of Shanghai Pudong Development Bank for Bank Acceptance Notes and a Secured Working Capital Loan by Tianjin Tianhai, a subsidiary of the Company" was considered and approved; 7. The "Resolution in relation to the Related Party Transactions between the Subsidiaries of the Company and the Subsidiaries of the Controlling Shareholder of the Company" was considered and approved; 8. The "Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd." was considered and approved. 1、審議通過《關於公司2024年A股半年報全文及摘要、H股業績公告》; 2、審議通過《公司2024年中期計提減值準備的議案》; 3、審議通過《關於2024年半年度募集資金存放與使用情況的專項報告的議案》; 4、審議通過《關於公司2024年半年度募集資金存放與使用情況內部審計報告的議案》; 5、審議通過《關於公司下屬天津天海以抵押方式向建設銀行天津分行申請銀行承兌匯票及流動資金貸款的議案》; 6、審議通過《關於公司下屬公司天津天海以抵押方式向浦發銀行天津分行申請銀行承兌匯票及流動資金貸款的議案》; 7、審議通過《關於公司子公司與公司控股股東附屬公司相關關聯交易的議案》; 8、審議通過《關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案》。
Sixth Meeting of the Eleventh Session of the Board 第十一屆董事會第六次會議	30 October 2024 2024年10月30日	1. The "2024 Third Quarterly Report of the Company" was considered and approved; 2. The "Resolution in relation to the Proposed Amendments to the 'Articles of Association'" was considered and approved; 3. The "Resolution in relation to the 2024 Action Plan of 'Improving Quality, Increasing Efficiency and Enhancing Returns' of the Company" was considered and approved. 1、審議通過《公司2024年第三季度報告》; 2、審議通過《關於建議修訂<公司章程>的議案》; 3、審議通過《關於公司2024年度「提質增效重回報」行動方案的議案》。
Ninth Extraordinary Meeting of the Eleventh Session of the Board 第十一屆董事會第九次臨時會議	6 December 2024 2024年12月6日	1. The "Resolution in relation to the Related Systems of the Company" was considered and approved; 2. The "Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise Energy System Co., Ltd." was considered and approved. 1、審議通過《關於修訂公司相關制度的議案》; 2、審議通過《關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案》。

## Section 5 Corporate Governance

### 第五節 公司治理

#### V. Relevant information of the Board of Directors held during the Reporting Period

(Continued)

#### 五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Tenth Extraordinary Meeting of the Eleventh Session of the Board	30 December 2024	<ol style="list-style-type: none"> <li>The "Resolution in relation to Early Termination of the Connected Transaction Agreements related to Property Leasing and Property Services in the Yichuang Park" was considered and approved;</li> <li>The "Resolution in relation to an Increase in Registered Capital from Capital Reserve of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a subsidiary of Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company" was considered and approved;</li> <li>The "Resolution in relation to an Increase in the Capital of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. with the Budget Funds for State-owned Capital Operation by the Company" was considered and approved;</li> <li>The "Resolution in relation to the Change of Non-executive Directors of the Eleventh Session of the Board of Directors" was considered and approved;</li> <li>The "Resolution in relation to the Remuneration of Non-executive Directors of the Eleventh Session of the Board of Directors of the Company and the Entering into of a Written Contract" was considered and approved.</li> </ol>
第十一屆董事會第十次臨時會議	2024年12月30日	<ol style="list-style-type: none"> <li>審議通過《關於提前終止亦創園區房屋租賃及物業服務的關聯交易協議的議案》；</li> <li>審議通過《關於公司子公司北京天海工業有限公司下屬公司北京天海氫能裝備有限公司資本公積轉增註冊資本的議案》；</li> <li>審議通過《關於公司以國有資本經營預算資金增資北京天海氫能裝備有限公司的議案》；</li> <li>審議通過《關於更換第十一屆董事會非執行董事的議案》；</li> <li>審議通過《公司第十一屆董事會非執行董事薪酬及訂立書面合同的議案》。</li> </ol>

#### VI. Performance of Duties by Directors

##### (i) Attendance of Directors at the Board meetings and the general meetings

#### 六、董事履行職責情況

##### (一) 董事參加董事會和股東大會的情況

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Required attendance during the year 本年應參加董事會次數	Number of attendance at in person 親自出席次數	Attendance at Board meetings 參加董事會情況			Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Attendance at general meetings 參加股東大會情況
					Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數		
Li Junjie	李俊杰	No 否	9	9	8	0	0	No 否	2
Zhang Jiheng	張繼恒	No 否	9	9	8	0	0	No 否	2
Zhou Yongjun	周永軍	No 否	9	9	8	0	0	No 否	2
Man Huiyong	滿會勇	No 否	9	9	8	0	0	No 否	2
Li Chunzhi	李春枝	No 否	9	9	8	0	0	No 否	2
Chen Junping	陳均平	Yes 是	5	5	5	0	0	No 否	0
Zhao Xuguang	趙旭光	Yes 是	9	9	8	0	0	No 否	2
Liu Jingtai	劉景泰	Yes 是	9	9	8	0	0	No 否	2
Luan Dalong	樂大龍	Yes 是	9	9	8	0	0	No 否	2
Xiong Jianhui (resigned)	熊建輝(離任)	Yes 是	4	4	3	0	0	No 否	2
Wu Yanzhang (resigned)	吳燕璋(離任)	No 否	9	9	8	0	0	No 否	2
Cheng Lei (resigned)	成磊(離任)	No 否	9	9	8	0	0	No 否	2



## Section 5 Corporate Governance

### 第五節 公司治理



#### VI. Performance of Duties by Directors (Continued)

##### (i) Attendance of Directors at the Board meetings and the general meetings (Continued)

Description of absence from two consecutive Board meetings in person

☐ Applicable ☒ Not applicable

Number of Board meetings during the year  
年內召開董事會會議次數

9

Of which: number of meetings convened on-site  
其中：現場會議次數

1

Number of meetings convened by communication equipment  
通訊方式召開會議次數

8

Number of meetings both on-site and by communication equipment  
現場結合通訊方式召開會議次數

0

##### (ii) Objection of Directors to the Relevant Matters of the Company

☐ Applicable ☒ Not applicable

##### (iii) Others

☐ Applicable ☒ Not applicable

#### 六、董事履行職責情況(續)

##### (一) 董事參加董事會和股東大會的情況(續)

連續兩次未親自出席董事會會議的說明

☐ 適用 ☒ 不適用

##### (二) 董事對公司有關事項提出異議的情況

☐ 適用 ☒ 不適用

##### (三) 其他

☐ 適用 ☒ 不適用

#### VII. Special Committees under the Board of Directors

☒ Applicable ☐ Not applicable

#### 七、董事會下設專門委員會情況

☒ 適用 ☐ 不適用

##### (i) Members of Special Committees under the Board of Directors

Category of Special Committee  
專門委員會類別

Name of Members  
成員姓名

Audit Committee  
審計委員會

Chen Junping, Zhao Xuguang, Man Huiyong  
陳均平、趙旭光、滿會勇

Nomination Committee  
提名委員會

Zhao Xuguang, Luan Dalong, Zhang Jiheng  
趙旭光、樂大龍、張繼恒

Remuneration and Monitoring Committee  
薪酬與考核委員會

Liu Jingtai, Chen Junping, Li Junjie  
劉景泰、陳均平、李俊杰

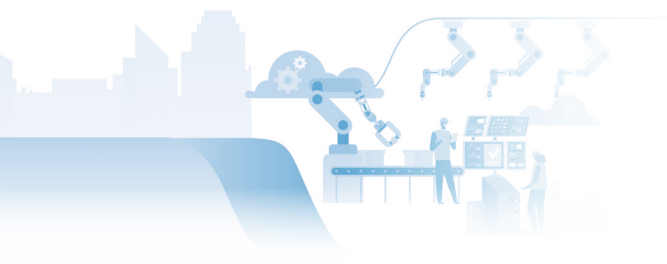
Strategy Committee  
戰略委員會

Li Junjie, Zhang Jiheng, Zhou Yongjun, Liu Jingtai  
李俊杰、張繼恒、周永軍、劉景泰

##### (ii) During the Reporting Period, the Audit Committee convened 12 meetings

##### (二) 報告期內審計委員會召開12次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
9 January 2024 2024年1月9日	1. The audit work in the pre-audit stage of the internal control audit for 2023 was considered 2. The audit work in the pre-audit stage of the financial report for 2023 was considered 1、審議2023年度內控審計預審階段審計工作情況 2、審議2023年度財務報告預審階段審計工作情況	Considered and approved 審議通過	–
14 March 2024 2024年3月14日	1. The Resolution on the Amendments to the "Terms of Reference of the Audit Committee of the Board of Directors" was considered 2. The Resolution on the Performance of the Audit Committee of the Board for the Year of 2023 was considered 1. 審議關於修訂《董事會審計委員會工作細則》的議案 2. 審議關於董事會審計委員會2023年度履職情況的議案	Considered and approved 審議通過	–



## Section 5 Corporate Governance

### 第五節 公司治理

#### VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況 (續)

(ii) During the Reporting Period, the Audit Committee convened 12 meetings (Continued) (二) 報告期內審計委員會召開12次會議 (續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見 和建議	Other performance of duties 其他履行 職責情況
28 March 2024	<ol style="list-style-type: none"><li>1. The Full Text and Abstract of the 2023 Annual Report and the H Shares Results Announcement of the Company were considered</li><li>2. The 2023 Audited Financial Report of the Company was considered</li><li>3. The 2023 Internal Control Assessment Report of the Company was considered</li><li>4. The 2023 Audit Report on Internal Control over Financial Reporting of the Company was considered</li><li>5. The 2023 Social Responsibility Report of the Company was considered</li><li>6. The Resolution on the "Corporate Governance Report" (Draft) of the Company Required to be Disclosed for H Shares and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the "Corporate Governance Report" was considered</li><li>7. The Resolution on the 2023 "Environmental, Social and Governance Report" (Draft) of the Company, and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the 2023 "Environmental, Social and Governance Report" was considered</li><li>8. The Resolution on the Performance of the Audit Committee of the Board for the Year of 2023 was considered</li><li>9. The Resolution in relation to the Payment for the Audit Fee of the Financial Reports for the Year of 2023 to ShineWing Certified Public Accountants (Special General Partnership) was considered</li><li>10. The Resolution in relation to the Payment for the Audit Fee for the Year of 2023 to Da Hua Certified Public Accountants (Special General Partnership) was considered</li><li>11. The Resolution in relation to the Report of the Audit Committee on the Performance of Supervisory Duties by in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership) was considered</li><li>12. The Resolution in relation to the Report on the Assessment of the Company on the Duties Performance by Resolution in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership) was considered</li><li>13. The 2024 Audit Plan of the Company was considered</li><li>14. The 2024 Assessment Plan of the Company's Internal Control was considered</li><li>15. The Resolution in relation to the 2023 Internal Audit Report on the Deposit and Use of Raised Funds of the Company was considered</li></ol>	Considered and – approved	–
2024年3月28日	<ol style="list-style-type: none"><li>1、審議公司2023年年度報告全文及摘要、H股業績公告</li><li>2、審議公司2023年度經審計的財務報告</li><li>3、審議公司2023年度內部控制評價報告</li><li>4、審議公司2023年度財務報告內部控制審計報告</li><li>5、審議公司2023年度社會責任報告</li><li>6、審議公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案</li><li>7、審議公司2023年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2023年《社會、環境及管治報告》的議案</li><li>8、審議董事會審計委員會2023年度履職情況的議案</li><li>9、審議支付信永中和會計師事務所(特殊普通合夥)2023年度審計費用的議案</li><li>10、審議支付大華會計師事務所(特殊普通合夥)2023年度審計費用的議案</li><li>11、審議關於董事會審計委員會對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履行監督職責情況的報告的議案</li><li>12、審議關於公司對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履職情況評估報告的議案</li><li>13、審議公司2024年度審計計劃的議案</li><li>14、審議公司2024年度內部控制評價方案</li><li>15、審議關於公司2023年年度募集資金存放與使用情況內部審計報告的議案</li></ol>	審議通過	

## Section 5 Corporate Governance

### 第五節 公司治理



#### VII. Special Committees under the Board of Directors (Continued)

##### (ii) During the Reporting Period, the Audit Committee convened 12 meetings (Continued)

#### 七、董事會下設專門委員會情況 (續)

##### (二) 報告期內審計委員會召開12次會議 (續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見 和建議	Other performance of duties 其他履行 職責情況
	<p>16. The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds of the Company in 2023 was considered</p> <p>17. The Proposal of the Company Not to Distribute Profit for the Year of 2023 was considered</p> <p>18. The Resolution on Provision for Impairment of the Company for the Year of 2023 was considered</p> <p>19. The 2024 Financing Guarantee Plan of the Company was considered</p> <p>20. The Resolution in relation to the Completion of the Annual Performance Guarantee by Qingdao BYTQ United Digital Intelligence Co., Ltd. for 2023 was considered</p> <p>21. The Resolution in relation to the Change of the Company's Accounting Policy was considered</p> <p>22. The 2024 Business Plan of the Company was considered</p> <p>23. The 2024 Research and Development Plan of the Company was considered</p> <p>24. The Resolution to be Submitted to the 2023 Annual General Meeting for Approving the Authorisation to the Board to Issue New H Shares Not Exceeding 20% of the Total Issued H Shares was considered</p> <p>16、審議關於公司2023年度募集資金存放與使用情況的專項報告的議案</p> <p>17、審議公司2023年度不進行利潤分配的預案</p> <p>18、審議公司2023年度計提減值準備的議案</p> <p>19、審議公司2024年度融資擔保計劃的議案</p> <p>20、審議關於青島北洋天青數聯智能有限公司2023年度業績承諾完成的議案</p> <p>21、審議會計政策變更的議案</p> <p>22、審議公司2024年度經營計劃</p> <p>23、審議公司2024年度研發計劃</p> <p>24、審議提交公司2023年度股東週年大會批准授權董事會在已發行H股本總面值的20%發行H股新股的議案</p>		
29 April 2024	The 2024 First Quarterly Report of the Company was considered	Considered and – approved	審議通過
2024年4月29日	審議關於公司2024年第一季度報告的議案	Considered and – approved	審議通過
14 May 2024	The Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and the Internal Control Audit for 2024 was considered	Considered and – approved	審議通過
2024年5月14日	審議關於選聘2024年度財務報表審計及內部控制審計項目審計機構的議案	Considered and – approved	審議通過
28 May 2024	The Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder was considered	Considered and – approved	審議通過
2024年5月28日	審議關於控股股東全資子公司先行投資上海舜華的議案	Considered and – approved	審議通過
28 June 2024	The Resolution in relation to the Change of the Relevant Members of the Audit Committee and the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors was considered	Considered and – approved	審議通過
2024年6月28日	審議關於更換第十一屆董事會審計委員會及薪酬與考核委員會相關成員的議案	Considered and – approved	審議通過
16 August 2024	<p>1. The resolution in relation to the Full Text and Abstract of the 2024 A Shares Interim Report and the H Shares Results Announcement of the Company was considered</p> <p>2. The Resolution on the Provision for Impairment of the Company in the First Half of 2024 was considered</p> <p>3. The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds in the First Half of 2024 was considered</p> <p>4. The Resolution in relation to the Internal Audit Report on the Deposit and Use of Raised Funds of the Company in the First Half of 2024 was considered</p> <p>5. The Resolution in relation to the Related Party Transactions between the Subsidiaries of the Company and the Subsidiaries of the Controlling Shareholder of the Company was considered</p> <p>6. The Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianjing Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd. was considered</p>	Considered and – approved	審議通過
2024年8月16日	<p>1、審議關於公司2024年A股半年報全文及摘要、H股業績公告的議案</p> <p>2、審議關於2024年中期計提減值準備的議案</p> <p>3、審議關於北京京城機電股份有限公司2024年半年度募集資金存放與使用情況的專項報告的議案</p> <p>4、審議關於《公司2024年半年度募集資金存放與使用情況內部審計報告》的議案</p> <p>5、審議關於京城股份子公司與公司控股股東附屬公司相關關聯交易的議案</p> <p>6、審議關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案</p>	審議通過	

## Section 5 Corporate Governance

### 第五節 公司治理

#### VII. Special Committees under the Board of Directors (Continued)

##### (ii) During the Reporting Period, the Audit Committee convened 12 meetings (Continued)

#### 七、董事會下設專門委員會情況(續)

##### (二) 報告期內審計委員會召開12次會議(續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
26 September 2024 2024年9月26日	1. The audit work plan for the 2024 financial report was considered 2. The audit work plan for the 2024 internal control audit report was considered 3. The examination report in relation to the use of raised funds in the first half of 2024 was considered 1、審議2024年度財務報告審計工作計劃 2、審議2024年度財務報告內部控制審計工作計劃 3、2024年上半年募集資金使用等情況檢查報告	Considered and approved 審議通過	–
30 October 2024 2024年10月30日	The Resolution in relation to the 2024 Third Quarterly Report of the Company was considered The Resolution in relation to the 2024 Action Plan of "Improving Quality, Increasing Efficiency and Enhancing Returns" of the Company was considered 審議關於公司《2024年第三季度報告》的議案 審議關於2024年度「提質增效重回報」行動方案的議案	Considered and approved 審議通過	–
6 December 2024 2024年12月6日	The Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd. was considered 審議關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案	Considered and approved 審議通過	–
30 December 2024 2024年12月30日	The Resolution in relation to Early Termination of the Connected Transaction Agreements related to Property Leasing and Property Services in the Yichuang Park was considered 審議關於提前終止亦創園區房屋租賃及物業服務的關聯交易協議的議案	Considered and approved 審議通過	–

##### (iii) During the Reporting Period, the Nomination Committee held 3 meetings

##### (三) 報告期內提名委員會召開3次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
28 March 2024 2024年3月28日	1. The work of the Committee in 2023 was considered 2. The current structure of the Board was considered 3. The independence of the independent non-executive Directors was considered 4. The procedure for nomination of Directors and their terms of office were considered 5. The diversity policy was considered 1、審議2023年委員會工作情況 2、審議董事會目前架構 3、審議評核獨立非執行董事的獨立性 4、審議提名董事程序、任職規定 5、審議多元化政策	Considered and approved 審議通過	–
28 May 2024 2024年5月28日	1. The Resolution on the Amendments to the "Terms of Reference of the Nomination Committee of the Board of Directors" was considered 2. The Resolution in relation to the Change of Independent Non-executive Director of the Eleventh Session of the Board of the Company was considered 1、審議關於修訂董事會提名委員會實施細則的議案 2、審議關於更換公司第十一屆董事會獨立非執行董事的議案	Considered and approved 審議通過	–
30 December 2024 2024年12月30日	The Resolution in relation to the Change of Non-executive Directors of the Eleventh Session of the Board of the Company was considered 審議關於更換公司第十一屆董事會非執行董事的議案	Considered and approved 審議通過	–

## Section 5 Corporate Governance

### 第五節 公司治理



#### VII. Special Committees under the Board of Directors (Continued)

##### (iv) During the Reporting Period, the Remuneration and Monitoring Committee held 4 meetings

#### 七、董事會下設專門委員會情況 (續)

##### (四) 報告期內薪酬與考核委員會召開4次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
7 February 2024 2024年2月7日	The Results of Remuneration and Performance Assessment for the Senior Management of the Company for the Year of 2023 were considered 審議公司2023年高級管理人員薪酬與績效考核結果的議案	Considered and approved 審議通過	–
28 March 2024 2024年3月28日	1. The Resolution in relation to the Basic Annual Salary and Position Coefficient of the Senior Management of the Company was considered 2. The 2024 Performance Assessment Contract for the Senior Management of the Company was considered 1、審議公司高級管理人員基本年薪和崗位係數的議案 2、審議公司2024年高級管理人員績效考核業績合同	Considered and approved 審議通過	–
28 May 2024 2024年5月28日	The Resolution on the Amendments to the "Terms of Reference of the Remuneration and Monitoring Committee" was considered 審議關於修訂《薪酬與考核委員會實施細則》的議案	Considered and approved 審議通過	–
28 June 2024 2024年6月28日	The Resolution in relation to the Change of the Relevant Members of the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors was considered 審議關於更換第十一屆董事會薪酬與考核委員會相關成員的議案	Considered and approved 審議通過	–

##### (v) During the Reporting Period, the Strategy Committee held 3 meetings

##### (五) 報告期內戰略委員會召開3次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
28 May 2024 2024年5月28日	The Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder was considered 審議關於控股股東全資子公司先行投資上海舜華的議案	Considered and approved 審議通過	–
28 June 2024 2024年6月28日	The Resolution in relation to the Participation in the Establishment of Shaanxi Haichuang Shengshi Hydrogen Energy Technology Co., Ltd. (tentative name) by Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a Wholly-owned Subsidiary of Beijing Tianhai Industry Co., Ltd. was considered 審議關於北京天海工業有限公司全資子公司北京天海氫能裝備有限公司參股設立陝西海創盛世氫能科技有限公司(暫定名)的議案	Considered and approved 審議通過	–
30 December 2024 2024年12月30日	1. The Resolution in relation to an Increase in Registered Capital from Capital Reserve of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a subsidiary of Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company was considered 2. The Resolution in relation to an Increase in the Capital of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. with the Budget Funds for State-owned Capital Operation by the Company was considered 1、審議關於公司子公司北京天海工業有限公司北京天海氫能裝備有限公司資本公積轉增註冊資本的議案 2、審議關於公司以國有資本經營預算資金增資北京天海氫能裝備有限公司的議案	Considered and approved 審議通過	–

##### (vi) Details of objections

☐ Applicable ☒ Not applicable

##### (六) 存在異議事項的具體情況

☐ 適用 ☒ 不適用

## Section 5 Corporate Governance

### 第五節 公司治理

#### VIII. Supervisory Committee's description on risks identified in the Company

☐ Applicable ☒ Not applicable

The Supervisory Committee has no objection to the supervision matters during the Reporting Period.

#### 八、監事會發現公司存在風險的說明

☐ 適用 ☒ 不適用

監事會對報告期內的監督事項無異議。

#### IX. Details of staff of the Parent Company and major subsidiaries at the end of the Reporting Period

##### (i) Details of staff

#### 九、報告期末母公司和主要子公司的員工情況

##### (一) 員工情況

Number of existing employees of the parent company 母公司在職員工的數量	24
Number of existing employees of major subsidiaries 主要子公司在職員工的數量	1,356
Total number of existing employees 在職員工的數量合計	1,380
Number of retired staff for whom the parent company and major subsidiaries incurred expenses 母公司及主要子公司需承擔費用的離退休職工人數	355

##### Type of professions 專業構成

Professions 專業構成類別		Number of persons 專業構成人數
Production staff	生產人員	763
Sales staff	銷售人員	87
Technical staff	技術人員	205
Financial staff	財務人員	30
Administrative staff	行政人員	235
Supporting staff	後勤服務人員	33
Off-duty staff	不在崗人員	27
<b>Total</b>	<b>合計</b>	<b>1,380</b>

##### Educational Background 教育程度

Education level 教育程度類別		Number of persons 數量(人)
University graduates or above	大學本科及以上	406
Associate degree	大專	214
Secondary technical graduates	中專	243
Senior high school graduates and below	高中及以下	517
<b>Total</b>	<b>合計</b>	<b>1,380</b>



## Section 5 Corporate Governance

### 第五節 公司治理



#### IX. Details of staff of the Parent Company and major subsidiaries at the end of the Reporting Period (Continued)

##### (ii) Remuneration Policies

☒ Applicable ☐ Not applicable

The Company implemented a diversified salaries system based on the performance of positions as the main remuneration system. On the basis of performance-based salary standards of positions, the salary level of each position is determined by job evaluation with reference to labour market for confirming the relative value of the post, so as to ensure the internal and external fairness of salaries level. On this basis, a multi-layer and multi-category diversified remuneration policy is to be implemented subject to different personnel and nature of work such as the implementation of broadband compensation and technological innovation incentives for technical staff; the sales commission approach for marketing staff; piecework wage system for production workers and annual salary system for the senior management.

##### (iii) Training Plan

☒ Applicable ☐ Not applicable

According to the "2024 Annual Training Program", a total of 45,806 training hours involving 8,979 persons were completed, with the number of training hours per employee reaching 33.2 hours. According to the annual training plan of the Company, the Company organized and completed, among others, "Management Improvement Training for Middle-level and Above Managers", "Training Class for Newly Appointed Middle-level Executives from Directly Affiliated Enterprises", "Training for Technicians on Design Efficiency Enhancement and Standardized Management based on the Model Library", "Training on Finite Element Analysis Software", "Skills Improvement Training for Sales Staff", "IATF16949 Standard and Internal Auditor Training", "Skills Improvement Training for Skilled Positions", and "Training on Programming and Debugging for Siemens System Maintenance".

##### (iv) Labour outsourcing

☐ Applicable ☒ Not applicable

#### 九、報告期末母公司和主要子公司的員工情況(續)

##### (二) 薪酬政策

☒ 適用 ☐ 不適用

公司實施以崗位績效工資為主體的多元化薪酬制度，崗位績效工資按照在定崗定編的基礎上，通過崗位評價確定崗位相對價值並參考勞動力市場價位確定工資水平，以保證薪酬的內外部公平性。在此基礎上，對技術人員實施技術等級評聘和技術創新獎勵辦法，對營銷人員實施銷售業績提成辦法，對基本生產工人實施計件工資制度，對高級管理人員實施年薪制，按照不同人員不同工作性質，採取分層分類的多元化的薪酬政策。

##### (三) 培訓計劃

☒ 適用 ☐ 不適用

根據《2024年度培訓計劃》已經完成培訓總學時45,806時，共涉及8,979培訓人次，人均培訓課時33.2小時。根據公司年度培訓計劃內容，公司組織完成了《中層及以上管理人員管理提升培訓》、《直屬企業新任職中層幹部培訓班》、《技術人員基於模型庫的設計增效和標準化管理培訓》、《有限元分析軟件培訓》、《銷售人員技能提升培訓》、《IATF16949標準和內審員培訓》、《技能職系崗位技能提升培訓》、《西門子系統維護編程與調試培訓》等。

##### (四) 勞務外包情況

☐ 適用 ☒ 不適用



## Section 5 Corporate Governance

### 第五節 公司治理

#### X. Profit Distribution Plan or Plan to Convert Reserves into Share Capital

##### (i) Formulation, implementation or adjustment of cash dividend policy

☐ Applicable ☒ Not applicable

##### (ii) Special description of cash dividend policy

☐ Applicable ☒ Not applicable

##### (iii) If the Company records profits and the parent company records a positive undistributed profit during the Reporting Period but there is no resolution for distribution of cash dividend, the Company shall disclose the reasons and the usage of the undistributed profits and the usage plan in detail

☐ Applicable ☒ Not applicable

##### (iv) Details of profit distribution and transfer of reserve to share capital during the Reporting Period

☐ Applicable ☒ Not applicable

##### (v) Cash dividends in the past three accounting years

☐ Applicable ☒ Not applicable

#### XI. Share incentive scheme, employee share scheme or other incentive measures of the Company for employees and their impacts

##### (i) Incentives disclosed in extraordinary announcements without progress or change in the follow-up implementation

☒ Applicable ☐ Not applicable

#### 十、利潤分配或資本公積金轉增預案

##### (一) 現金分紅政策的制定、執行或調整情況

☐ 適用 ☒ 不適用

##### (二) 現金分紅政策的專項說明

☐ 適用 ☒ 不適用

##### (三) 報告期內盈利且母公司可供股東分配利潤為正，但未提出現金利潤分配方案預案的，公司應當詳細披露原因以及未分配利潤的用途和使用計劃

☐ 適用 ☒ 不適用

##### (四) 本報告期利潤分配及資本公積金轉增股本預案

☐ 適用 ☒ 不適用

##### (五) 最近三個會計年度現金分紅情況

☐ 適用 ☒ 不適用

#### 十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響

##### (一) 相關激勵事項已在臨時公告披露且後續實施無進展或變化的

☒ 適用 ☐ 不適用

#### Description 事項概述

#### Inspection index 查詢索引

The Company has received the Certificate of Change in Registration of Securities issued by the China Securities Depository and Clearing Corporation Limited on 28 December 2023. According to the Certificate of Change in Registration of Securities, the Company has completed the registration of Initial Grant of Restricted Shares under the 2023 Restricted Share Incentive Scheme.

公司已收到中國證券登記結算有限責任公司於2023年12月28日出具的《證券變更登記證明》。根據《證券變更登記證明》，公司已完成了2023年限制性股票激勵計劃限制性股票首次授予登記工作。

[www.sse.com.cn](http://www.sse.com.cn) Company announcement: Lin 2023-064

[www.sse.com.cn](http://www.sse.com.cn) 公司公告：臨2023-064

## Section 5 Corporate Governance

### 第五節 公司治理



#### XI. Share incentive scheme, employee share scheme or other incentive measures for employees and their impacts (Continued)

##### (ii) Incentives not disclosed in extraordinary announcements or with progress in the follow-up implementation

###### Share incentive

☐ Applicable ☒ Not applicable

###### Other description

☒ Applicable ☐ Not applicable

The lapse of reserved entitlements under the 2023 Restricted Share Incentive Scheme:

According to the provisions of the "2023 Restricted Share Incentive Scheme of Beijing Jingcheng Machinery Electric Company Limited" (the "Incentive Scheme"), the reserved restricted shares under the Incentive Scheme were 1,350,000 shares. According to the relevant provisions of the "Management Measures for Equity Incentives of Listed Companies" and the Incentive Scheme, the participants under the reserved grant will be determined within 12 months after the Incentive Scheme has been considered and approved at the general meeting, A shares class meeting and H shares class meeting of the Company. If the participants are not specified for more than 12 months, the reserved entitlements will lapse. As disclosed in the announcement of the Company dated 14 November 2024, as there were 1,350,000 restricted shares reserved under the Incentive Scheme for which no participants have been specified for more than 12 months since the consideration and approval of the Incentive Scheme at the first extraordinary general meeting of 2023, the first A shares class meeting of 2023 and the first H shares class meeting of 2023 (13 November 2023) of the Company, and the reserved entitlements have lapsed. (For the details, please see Company announcement: Lin 2024-041)

###### Employee share scheme

☐ Applicable ☒ Not applicable

###### Other incentive measures

☐ Applicable ☒ Not applicable

#### 十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響(續)

##### (二) 臨時公告未披露或有後續進展的激勵情況

###### 股權激勵情況

☐ 適用 ☒ 不適用

###### 其他說明：

☒ 適用 ☐ 不適用

2023年限制性股票激勵計劃預留權益失效的情況說明：

根據《北京京城機電股份有限公司2023年限制性股票激勵計劃》(以下簡稱「《激勵計劃》」)的規定,《激勵計劃》預留限制性股票為135.00萬股。根據《上市公司股權激勵管理辦法》及《激勵計劃》的相關規定,預留授予部分的激勵對象由《激勵計劃》經公司股東大會以及A股、H股類別股東大會審議通過後12個月內確定,超過12個月未明確激勵對象的,預留權益失效。誠如本公司日期為2024年11月14日公告所披露,《激勵計劃》預留的135.00萬股限制性股票自公司2023年第一次臨時股東大會、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會(2023年11月13日)審議通過《激勵計劃》後已超過12個月未明確激勵對象,預留權益失效。(詳情請見公司公告:臨2024-041)

###### 員工持股計劃情況

☐ 適用 ☒ 不適用

###### 其他激勵措施

☐ 適用 ☒ 不適用

## Section 5 Corporate Governance

### 第五節 公司治理

#### XI. Share incentive scheme, employee share scheme or other incentive measures for employees and their impacts (Continued)

##### (iii) Equity incentives granted to Directors and senior management officers during the Reporting Period

√ Applicable □ Not applicable

#### 十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響(續)

##### (三) 董事、高級管理人員報告期內被授予的股權激勵情況

√ 適用 □ 不適用

單位：股

Name	Position	Number of Restricted Shares held as at the beginning of the Reporting Period 報告期初持有 限制性股票數量	Number of new Restricted Shares granted during the Reporting Period 報告期新授予 限制性股票數量	Grant price of Restricted Shares(RMB) 限制性股票的 授予價格(元)	Shares unlocked 已解鎖股份	Shares locked 未解鎖股份	Number of Restricted Shares held as at the end of the Reporting Period 報告期末持有 限制性股票數量	Market value as at the end of the Reporting Period (RMB) 報告期末 市價(元)
姓名	職務							
Zhang Jiheng	Executive Director, general manager 執行董事、總經理	150,000	0	7.33	0	150,000	150,000	10.08
張繼恒								
Feng Yongmei	Chief accountant 總會計師	100,000	0	7.33	0	100,000	100,000	10.08
馮永梅								
Shi Fengwen	Chief engineer 總工程師	100,000	0	7.33	0	100,000	100,000	10.08
石鳳文								
Li Xianzhe	General counsel 總法律顧問	100,000	0	7.33	0	100,000	100,000	10.08
李鉞哲								
Luan Jie	Secretary to the Board 董事會秘書	100,000	0	7.33	0	100,000	100,000	10.08
樂杰								
Total 合計	/	550,000	0	/	0	550,000	550,000	/

##### (iv) Establishment and implementation of appraisal and incentive mechanism for senior management officers during the Reporting Period

√ Applicable □ Not applicable

During the Reporting Period, the Board and the senior management officers of the Company entered into and executed the "Performance Assessment Contract for Senior Management Officers". The Board assesses the performance of the senior management officers every year. After evaluating and approving the completion in accordance with the "Performance Assessment Contract for Senior Management Officers", the remuneration and monitoring committee reports to the Board for approval.

##### (四) 報告期內對高級管理人員的考評機制，以及激勵機制的建立、實施情況

√ 適用 □ 不適用

報告期內，公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會每年對其進行考核，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XII. Construction and implementation of internal control system during the Reporting Period

☒ Applicable ☐ Not applicable

For the details, please refer to the “Internal Control Report” disclosed on the same day.

#### Description of material defects of internal control during the Reporting Period

☐ Applicable ☒ Not applicable

#### XIII. Management and control of subsidiaries during the Reporting Period

☒ Applicable ☐ Not applicable

The Company has implemented internal control system in strict accordance with the requirements of relevant laws and regulations and has conducted management control over its subsidiaries in accordance with the unified standards of listed companies, and the overall operation of its subsidiaries is generally in line with the operation and development plans of listed companies. During the Reporting Period, the Company’s management control over its subsidiaries was adequate and effective, and there were no material omissions.

#### XIV. Description of Internal Control Audit Report

☒ Applicable ☐ Not applicable

For the details, please refer to the “Internal Control Audit Report” disclosed on the same day.

Whether to disclose the Internal Control Audit Report: Yes

Type of Internal Control Audit Report opinion: standard unqualified opinion

#### XV. Rectification of problems in self-inspection of special actions for governance of Listed Company

There were no instances of non-compliance with laws and regulations in 2024.

#### 十二、報告期內的內部控制制度建設及實施情況

☒ 適用 ☐ 不適用

詳見同日披露的《內部控制報告》。

#### 報告期內部控制存在重大缺陷情況的說明

☐ 適用 ☒ 不適用

#### 十三、報告期內對子公司的管理控制情況

☒ 適用 ☐ 不適用

公司嚴格按照相關法律法規的要求實施內控制度，按照上市公司的統一標準對子公司進行管理控制，子公司的整體運行情況總體符合上市公司的經營發展規劃。報告期內，公司對子公司的管理控制充分、有效，不存在重大遺漏情況。

#### 十四、內部控制審計報告的相關情況說明

☒ 適用 ☐ 不適用

詳見同日披露的《內部控制審計報告》。

是否披露內部控制審計報告：是

內部控制審計報告意見類型：標準的無保留意見

#### 十五、上市公司治理專項行動自查問題整改情況

2024年，公司未發生不符合法律法規的情形。





## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others

√ Applicable    □ Not applicable

##### 2024 Corporate Governance Report

The Directors of the Company believe that corporate governance is crucial to the success of the Company. Therefore, the Company has adapted various measures to assure the upholding of high standard corporate governance.

The documents related to corporate governance of the Company include the "Articles of Association", "Rules of Procedure of the General Meeting", "Rules of Procedure for the Board of Directors", "Rules of Procedure for the Supervisory Committee", "Implementation Rules of the Special Committees of the Board of Directors", "Code of Practice of General Managers" and "Code of Practice of the Secretary to the Board of Directors" etc.. To achieve the highest level of corporate governance, the Board of the Company has set up four special committees, namely, the strategy committee, the audit committee, the remuneration and monitoring committee and the nomination committee.

Attendance of Directors at the Board meetings and the general meetings during the Reporting Period:

##### Attendance of Directors at the Board meetings and the general meetings

#### 十六、其他

√ 適用    □ 不適用

##### 2024年度企業管治報告

本公司董事相信企業管治對本公司之成功非常重要，故本公司在採納不同措施，確保維持高標準企業管治。

本公司有關公司治理的文件包括《公司章程》、《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》、《董事會專業委員會實施細則》、《總經理工作細則》、《董事會秘書工作細則》等。力求達到最高企業管治水平，本公司董事會設立了四個專門委員會分別是：戰略委員會、審計委員會、薪酬與考核委員會及提名委員會。

本報告期內董事參加董事會和股東大會的情況：

##### 董事參加董事會和股東大會的情況

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Required attendance during the year 本年應參加董事會次數	Attendance in person 親自出席次數	Attendance at Board meetings 參加董事會情況			Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Attendance at general meetings 參加股東大會情況
					Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數		Number of general meetings attended 出席股東大會的次數
Li Junjie	李俊杰	No 否	9	9	8	0	0	No 否	2
Zhang Jiheng	張繼恒	No 否	9	9	8	0	0	No 否	2
Zhou Yongjun	周永軍	No 否	9	9	8	0	0	No 否	2
Man Huiyong	滿會勇	No 否	9	9	8	0	0	No 否	2
Li Chunzhi	李春枝	No 否	9	9	8	0	0	No 否	2
Chen Junping	陳均平	Yes 是	5	5	5	0	0	No 否	0
Zhao Xuguang	趙旭光	Yes 是	9	9	8	0	0	No 否	2
Liu Jingtai	劉景泰	Yes 是	9	9	8	0	0	No 否	2
Luan Dalong	樂大龍	Yes 是	9	9	8	0	0	No 否	2
Xiong Jianhui (resigned)	熊建輝(離任)	Yes 是	4	4	3	0	0	No 否	2
Wu Yanzhang (resigned)	吳燕璋(離任)	No 否	9	9	8	0	0	No 否	2
Cheng Lei (resigned)	成磊(離任)	No 否	9	9	8	0	0	No 否	2

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

Number of Board meetings during the year 年內召開董事會會議次數	9
Of which: number of meetings convened on-site 其中：現場會議次數	1
Number of meetings convened by communication equipment 通訊方式召開會議次數	8
Number of meetings both on-site and by communication equipment 現場結合通訊方式召開會議次數	0

##### Performance of duties by the audit committee under the Board:

The authority and power of the audit committee was formulated in accordance with the advice provided in "A Guide for Effective Audit Committees" issued by Hong Kong Institute of Certified Public Accountants, the "Corporate Governance Code" of Appendix C1 to the Listing Rules and the "Code of Corporate Governance for Listed Companies in China" issued by the CSRC.

1. The main duties and authorities of the audit committee include:
  - (1) to make proposals regarding the appointment or replacement of the external auditor;
  - (2) to monitor the internal audit system of the Company and its implementation;
  - (3) to coordinate with the internal and external audits;
  - (4) to review the Company's financial information and its disclosure;
  - (5) to review major financing plans submitted to the Board for consideration;
  - (6) to review the Company's annual budget, final accounts and major adjustment plans submitted to the Board for consideration as well as major off-budget items;
  - (7) to review the internal control system of the Company, organise internal control check, assess internal control defects and oversee rectification;
  - (8) to review major connected transactions; and
  - (9) other matters as authorized by the Board.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的審計委員會履職情況：

審計委員會的職權範圍是依據香港會計師公會頒佈的《審核委員會有效運作指引》中所提出的建議、《上市規則》附錄C1《企業管治守則》以及中國證監會頒佈的《中國上市公司治理準則》而制訂的。

##### 1、審計委員會主要職責包括：

- (1) 提議聘請或更換外部審計機構；
- (2) 監督公司的內部審計制度及其實施；
- (3) 負責內部審計與外部審計之間的溝通；
- (4) 審核公司的財務信息及其披露；
- (5) 審查提交由董事會審議的重大融資方案；
- (6) 審查提交董事會審議的公司年度預、決算及其重大調整方案，審核重大預算外事項；
- (7) 審查公司內部控制制度，組織內控檢查，評估內控缺陷並監督整改；
- (8) 對重大關聯交易進行審計；
- (9) 公司董事會授予的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the audit committee under the Board: (Continued)

2. The audit committee comprises two independent non-executive Directors and one non-executive Director.

*During the Reporting Period, the audit committee convened 12 meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
9 January 2024	1. The audit work in the pre-audit stage of the internal control audit for 2023 was considered	Considered and approved	—
2024年1月9日	2. The audit work in the pre-audit stage of the financial report for 2023 was considered	審議通過	—
14 March 2024	1. 審議2023年度內控審計預審階段審計工作情況 2. 審議2023年度財務報告預審階段審計工作情況	審議通過	—
2024年3月14日	1. The Resolution on the Amendments to the “Terms of Reference of the Audit Committee of the Board of Directors” was considered	Considered and approved	—
28 March 2024	2. The Resolution on the Performance of the Audit Committee of the Board for the Year of 2023 was considered	審議通過	—
2024年3月28日	1. 審議關於修訂《董事會審計委員會工作細則》的議案 2. 審議關於董事會審計委員會2023年度履職情況的議案	審議通過	—
	1. The Full Text and Abstract of the 2023 Annual Report and the H Shares Results Announcement of the Company were considered	Considered and approved	—
	2. The 2023 Audited Financial Report of the Company was considered		
	3. The 2023 Internal Control Assessment Report of the Company was considered		
	4. The 2023 Audit Report on Internal Control over Financial Reporting of the Company was considered		
	5. The 2023 Social Responsibility Report of the Company was considered		
	6. The Resolution on the “Corporate Governance Report” (Draft) of the Company Required to be Disclosed for H Shares and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the “Corporate Governance Report” was considered		
	7. The Resolution on the 2023 “Environmental, Social and Governance Report” (Draft) of the Company, and Authorisation to the Secretary to the Board to be Responsible for Subsequent Review of and Amendment to the 2023 “Environmental, Social and Governance Report” was considered		
	1. 審議公司2023年年度報告全文及摘要、H股業績公告	審議通過	
	2. 審議公司2023年度經審計的財務報告		
	3. 審議公司2023年度內部控制評價報告		
	4. 審議公司2023年度財務報告內部控制審計報告		
	5. 審議公司2023年度社會責任報告		
	6. 審議公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案		
	7. 審議公司2023年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2023年《社會、環境及管治報告》的議案		

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

- 2、公司董事會審計委員會由2名獨立非執行董事、1名非執行董事組成。

報告期內審計委員會召開12次會議

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the audit committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened 12 meetings (Continued)*

**Date of convening**  
召開日期

**Meeting content**  
會議內容

8. The Resolution on the Performance of the Audit Committee of the Board for the Year of 2023 was considered
9. The Resolution in relation to the Payment for the Audit Fee of the Financial Reports for the Year of 2023 to ShineWing Certified Public Accountants (Special General Partnership) was considered
10. The Resolution in relation to the Payment for the Audit Fee for the Year of 2023 to Da Hua Certified Public Accountants (Special General Partnership) was considered
11. The Resolution in relation to the Report of the Audit Committee on the Performance of Supervisory Duties by in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership) was considered
12. The Resolution in relation to the Report on the Assessment of the Company on the Duties Performance by Resolution in relation to ShineWing Certified Public Accountants (Special General Partnership), Da Hua Certified Public Accountants (Special General Partnership) was considered
13. The 2024 Audit Plan of the Company was considered
14. The 2024 Assessment Plan of the Company's Internal Control was considered
15. The Resolution in relation to the 2023 Internal Audit Report on the Deposit and Use of Raised Funds of the Company was considered
16. The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds of the Company in 2023 was considered
- 8、審議董事會審計委員會2023年度履職情況的議案
- 9、審議支付信永中和會計師事務所(特殊普通合夥)2023年度審計費用的議案
- 10、審議支付大華會計師事務所(特殊普通合夥)2023年度審計費用的議案
- 11、審議關於董事會審計委員會對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履行監督職責情況的報告的議案
- 12、審議關於公司對信永中和會計師事務所(特殊普通合夥)、大華會計師事務所(特殊普通合夥)履職情況評估報告的議案
- 13、審議公司2024年度審計計劃的議案
- 14、審議公司2024年度內部控制評價方案
- 15、審議關於公司2023年年度募集資金存放與使用情況內部審計報告的議案
- 16、審議關於公司2023年度募集資金存放與使用情況的專項報告的議案

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

2、(續)

*報告期內審計委員會召開12次會議(續)*

**Important opinions and suggestions**  
重要意見和建議

**Other performance of duties**  
其他履行職責情況



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the audit committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened 12 meetings (Continued)*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
	17. The Proposal of the Company Not to Distribute Profit for the Year of 2023 was considered 18. The Resolution on Provision for Impairment of the Company for the Year of 2023 was considered 19. The 2024 Financing Guarantee Plan of the Company was considered 20. The Resolution in relation to the Completion of the Annual Performance Guarantee by Qingdao BYTQ United Digital Intelligence Co., Ltd. for 2023 was considered 21. The Resolution in relation to the Change of the Company's Accounting Policy was considered 22. The 2024 Business Plan of the Company was considered 23. The 2024 Research and Development Plan of the Company was considered 24. The Resolution to be Submitted to the 2023 Annual General Meeting for Approving the Authorisation to the Board to Issue New H Shares Not Exceeding 20% of the Total Issued H Shares was considered 17、審議公司2023年度不進行利潤分配的預案 18、審議公司2023年度計提減值準備的議案 19、審議公司2024年度融資擔保計劃的議案 20、審議關於青島北洋天青數聯智能有限公司2023年度業績承諾完成的議案 21、審議會計政策變更的議案 22、審議公司2024年度經營計劃 23、審議公司2024年度研發計劃 24、審議提交公司2023年度股東週年大會批准授權董事會在不超过已發行H股本總面值的20%發行H股新股的議案		
29 April 2024	The 2024 First Quarterly Report of the Company was considered	Considered and approved	—
2024年4月29日	審議關於公司2024年第一季度報告的議案	審議通過	
14 May 2024	The Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and the Internal Control Audit for 2024 was considered	Considered and approved	—
2024年5月14日	審議關於選聘2024年度財務報表審計及內部控制審計項目審計機構的議案	審議通過	
28 May 2024	The Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder was considered	Considered and approved	—
2024年5月28日	審議關於控股股東全資子公司先行投資上海舜華的議案	審議通過	
28 June 2024	The Resolution in relation to the Change of the Relevant Members of the Audit Committee and the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors was considered	Considered and approved	—
2024年6月28日	審議關於更換第十一屆董事會審計委員會及薪酬與考核委員會相關成員的議案	審議通過	

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

2、(續)

*報告期內審計委員會召開12次會議(續)*

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the audit committee under the Board: (Continued)

2. (Continued)

*During the Reporting Period, the audit committee convened 12 meetings (Continued)*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
16 August 2024	1. The resolution in relation to the Full Text and Abstract of the 2024 A Shares Interim Report and the H Shares Results Announcement of the Company was considered 2. The Resolution on the Provision for Impairment of the Company in the First Half of 2024 was considered 3. The Resolution in relation to the Special Report on the Deposit and Use of Raised Funds in the First Half of 2024 was considered 4. The Resolution in relation to the Internal Audit Report on the Deposit and Use of Raised Funds of the Company in the First Half of 2024 was considered 5. The Resolution in relation to the Related Party Transactions between the Subsidiaries of the Company and the Subsidiaries of the Controlling Shareholder of the Company was considered 6. The Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd. was considered	Considered and approved	—
2024年8月16日	1、審議關於公司2024年A股半年報全文及摘要、H股業績公告的議案 2、審議關於2024年中期計提減值準備的議案 3、審議關於北京京城機電股份有限公司2024年半年度募集資金存放與使用情況的專項報告的議案 4、審議關於《公司2024年半年度募集資金存放與使用情況內部審計報告》的議案 5、審議關於京城股份子公司與公司控股股東附屬公司相關關聯交易的議案 6、審議關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案	審議通過	
26 September 2024	1. The audit work plan for the 2024 financial report was considered 2. The audit work plan for the 2024 internal control audit report was considered 3. The examination report in relation to the use of raised funds in the first half of 2024 was considered	Considered and approved	—
2024年9月26日	1、審議2024年度財務報告審計工作計劃 2、審議2024年度財務報告內部控制審計工作計劃 3、2024年上半年募集資金使用等情況檢查報告	審議通過	
30 October 2024	The Resolution in relation to the 2024 Third Quarterly Report of the Company was considered The Resolution in relation to the 2024 Action Plan of “Improving Quality, Increasing Efficiency and Enhancing Returns” of the Company was considered	Considered and approved	—
2024年10月30日	審議關於公司《2024年第三季度報告》的議案 審議關於2024年度「提質增效重回報」行動方案的議案	審議通過	
6 December 2024	The Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd. was considered	Considered and approved	—
2024年12月6日	審議關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案	審議通過	
30 December 2024	The Resolution in relation to Early Termination of the Connected Transaction Agreements related to Property Leasing and Property Services in the Yichuang Park was considered	Considered and approved	—
2024年12月30日	審議關於提前終止亦創園區房屋租賃及物業服務的關聯交易協議的議案	審議通過	

#### 十六、其他(續)

##### 2024年企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開12次會議(續)



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the audit committee under the Board: (Continued)

The list of members of the audit committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2024 2024年應出席會議次數	Actual attendance 實際出席會議次數
Chen Junping (independent non-executive Director) 獨立非執行董事陳均平	Chairman of the committee 委員會主席	6	6
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Member of the committee 委員會委員	12	12
Man Huiyong (non-executive Director) 非執行董事滿會勇	Member of the committee 委員會委員	12	12
Xiong Jianhui (independent non-executive Director, resigned) 獨立非執行董事熊建輝(離任)	Chairman of the committee 委員會主席	6	6

##### Performance of duties by the nomination committee under the Board:

##### 1. The main duties and authorities of the nomination committee:

- (1) to make recommendations to the Board regarding the size and composition of the Board based on the operations, asset size and shareholding structure of the Company;
- (2) to conduct research on the selection criteria and procedures for directors and managers, and make recommendations to the Board;
- (3) to search extensively for qualified candidates for directors and managers;
- (4) to screen and make recommendations on the candidates for directors and managers;
- (5) to screen and make recommendations on the candidates for other senior management who shall be referred to the Board for appointment;
- (6) to define the job description of directors and managers as well as their career development path;
- (7) to develop and implement succession and cultivation plans for directors, supervisors and senior management; and
- (8) other matters as authorized by the Board.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的審計委員會履職情況：(續)

審計委員會成員名單及會議出席情況：

##### 董事會下設的提名委員會履職情況：

##### 1、提名委員會的主要職責權限：

- (1) 根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；
- (2) 研究董事、經理的選擇標準和程序，並向董事會提出建議；
- (3) 廣泛搜尋合格的董事、經理的人選；
- (4) 對董事候選人和經理人選進行審查並提出建議；
- (5) 對須提請董事會聘任的其他高級管理人員進行審查並提出建議；
- (6) 設定董事、經理的崗位描述和職業發展道路；
- (7) 擬訂公司董事、監事、高管人員的繼任、培養計劃，並組織實施；
- (8) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the nomination committee under the Board: (Continued)

2. The nomination committee comprises two independent non-executive Directors and one executive Director

*During the Reporting Period, the nomination committee convened 3 meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
28 March 2024	1. The work of the Committee in 2023 was considered 2. The current structure of the Board was considered 3. The independence of the independent non-executive Directors was considered 4. The procedure for nomination of Directors and their terms of office were considered 5. The diversity policy was considered	Considered and approved	—
2024年3月28日	1、審議2023年委員會工作情況 2、審議董事會目前架構 3、審議評核獨立非執行董事的獨立性 4、審議提名董事程序、任職規定 5、審議多元化政策	審議通過	
28 May 2024	1. The Resolution on the Amendments to the “Terms of Reference of the Nomination Committee of the Board of Directors” was considered 2. The Resolution in relation to the Change of Independent Non-executive Director of the Eleventh Session of the Board of the Company was considered	Considered and approved	—
2024年5月28日	1、審議關於修訂董事會提名委員會實施細則的議案 2、審議關於更換公司第十一屆董事會獨立非執行董事的議案	審議通過	
30 December 2024	The Resolution in relation to the Change of Non-executive Directors of the Eleventh Session of the Board of the Company was considered	Considered and approved	—
2024年12月30日	審議關於更換公司第十一屆董事會非執行董事的議案	審議通過	

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的提名委員會履職情況：(續)

- 2、提名委員會由2名獨立非執行董事、1名執行董事組成

報告期內提名委員會召開3次會議

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the nomination committee under the Board: (Continued)

The list of members of the nomination committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2024 2024年應出席會議次數	Actual attendance 實際出席會議次數
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Chairman of the committee 委員會主席	3	3
Luan Dalong (independent non-executive Director) 獨立非執行董事樂大龍	Member of the committee 委員會委員	3	3
Zhang Jiheng (executive Director, general manager) 執行董事、總經理張繼恒	Member of the committee 委員會委員	3	3

##### Performance of duties by the remuneration and monitoring committee under the Board:

1. The main duties and authorities of the remuneration and monitoring committee:

- (1) to formulate remuneration plans or schemes with reference to the main scope, duties and significance of the positions of directors and senior management as well as the remuneration levels for relevant positions of other relevant enterprises;
- (2) remuneration plans or schemes mainly include but not limited to the performance evaluation standards, procedures and the major evaluation system, major incentive and punishment schemes and systems etc.;
- (3) to examine the fulfillment of duties by the Company's Directors (non-independent Directors) and senior management and conduct an annual performance appraisal for them;
- (4) to oversee the implementation of the Company's remuneration system; and
- (5) other matters as authorized by the Board.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的提名委員會履職情況：(續)

提名委員會成員名單及會議出席情況：

##### 董事會下設的薪酬與考核委員會履職情況：

1、薪酬與考核委員主要職責權限：

- (1) 根據董事、高級管理人員管理崗位的主要範圍、職責、重要性以及其他相關企業相關崗位的薪酬水平制定薪酬計劃或方案；
- (2) 薪酬計劃或方案主要包括但不限於績效評價標準、程序及主要評價體系，獎勵和懲罰的主要方案和制度等；
- (3) 審查公司董事（非獨立董事）、高級管理人員的履行職責情況並對其進行年度績效考評；
- (4) 負責對公司薪酬制度執行情況進行監督；
- (5) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the remuneration and monitoring Committee under the Board: (Continued)

2. The remuneration and monitoring committee of the Company comprises two independent non-executive Directors and one executive Director.

*During the Reporting Period, the remuneration and monitoring committee convened 4 meetings*

#### 十六、其他(續)

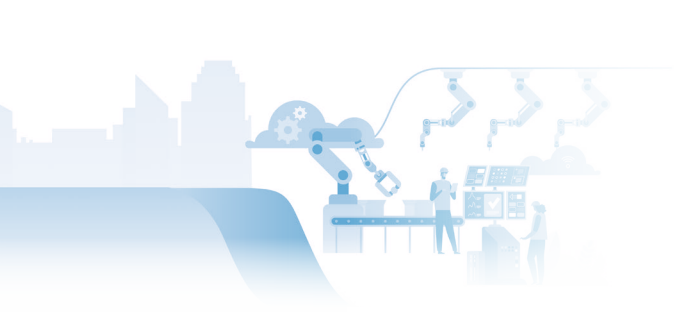
##### 2024年度企業管治報告(續)

董事會下設的薪酬與考核委員會履職情況：

- 2、公司薪酬與考核委員會由2名獨立非執行董事、1名非執行董事組成。

報告期內薪酬與考核委員會召開4次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
7 February 2024	The Results of Remuneration and Performance Assessment for the Senior Management of the Company for the Year of 2023 were considered	Considered and approved	—
2024年2月7日	審議公司2023年高級管理人員薪酬與績效考核結果的議案	審議通過	—
28 March 2024	1. The Resolution in relation to the Basic Annual Salary and Position Coefficient of the Senior Management of the Company was considered	Considered and approved	—
	2. The 2024 Performance Assessment Contract for the Senior Management of the Company was considered		
2024年3月28日	1、審議公司高級管理人員基本年薪和崗位係數的議案	審議通過	—
	2、審議公司2024年高級管理人員績效考核業績合同		
28 May 2024	The Resolution on the Amendments to the "Terms of Reference of the Remuneration and Monitoring Committee" was considered	Considered and approved	—
2024年5月28日	審議關於修訂《薪酬與考核委員會實施細則》的議案	審議通過	—
28 June 2024	The Resolution in relation to the Change of the Relevant Members of the Remuneration and Monitoring Committee of the Eleventh Session of the Board of Directors was considered	Considered and approved	—
2024年6月28日	審議關於更換第十一屆董事會薪酬與考核委員會相關成員的議案	審議通過	—



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the remuneration and monitoring Committee under the Board: (Continued)

The list of members of the remuneration and monitoring committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2024 2024年應出席會議次數	Actual attendance 實際出席會議次數
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Chairman of the committee 委員會主席	4	4
Chen Junping (independent non-executive Director) 獨立非執行董事陳均平	Member of the committee 委員會委員	1	1
Li Junjie (independent non-executive Director, Chairman) 非執行董事、董事長李俊杰	Member of the committee 委員會委員	4	4
Xiong Jianhui (independent non-executive Director, resigned) 獨立非執行董事熊建輝(離任)	Member of the committee 委員會委員	3	3

##### Performance of duties by the strategy committee under the Board:

The main duties of the strategy committee are to formulate the strategic rules of the Company, to supervise the implementation of strategies and to timely adjust the strategies and the governance structure of the Company.

##### 1. The main duties and authorities of the strategy committee:

- (1) to organise, research and formulate the Company's development strategies and mid-term and long-term plans, evaluate the Company's development strategies and mid-term and long-term plans, and make relevant recommendations to the Board;
- (2) to conduct research and make recommendations on projects that must be approved by the Board as required by the "Articles of Association", such as major external investments and financing, mergers and acquisitions and reorganisations, infrastructure, key technical transformations and breakthroughs, strategic product research and development projects;
- (3) to conduct research on mergers, demergers, increase or decrease in capital, dissolution and liquidation and other key matters that may affect development of the Company, and make recommendations to the Board;
- (4) to conduct research and advise on other key matters that may affect development of the Company and make recommendations;
- (5) to inspect the implementation of the items above; and
- (6) other matters as authorized by the Board.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

董事會下設的薪酬與考核委員會履職情況：

(續)

薪酬與考核委員會成員名單及會議出席情況：

##### 董事會下設的戰略委員會履職情況：

戰略委員會的主要職責是制訂本公司戰略規則，監控戰略的執行，以及適時調整本公司戰略和管治架構。

##### 1、戰略委員會的主要職責權限：

- (1) 組織研究擬定公司發展戰略、中長期規劃，對公司發展戰略、中長期規劃進行評估，並向董事會提出參考建議；
- (2) 對《公司章程》規定須經董事會批准的重大對外投融資、併購和重組、基本建設、重大技改、重大技術攻關、戰略性產品研發等項目進行研究並提出建議；
- (3) 對公司合併、分立、增減資、解散清算，以及其他影響公司發展的重大事項進行研究，並向董事會提出參考建議；
- (4) 對其他影響公司發展的重大事項進行研究並提出建議；
- (5) 對以上事項的實施進行檢查；
- (6) 董事會授權的其他事宜。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Performance of duties by the strategy committee under the Board: (Continued)

2. The strategy committee comprises two executive Directors, one non-executive Director and one independent non-executive Director.

*During the Reporting Period, the strategy committee convened 3 meetings*

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
28 May 2024	The Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder was considered	Considered and approved	—
2024年5月28日	審議關於控股股東全資子公司先行投資上海舜華的議案	審議通過	—
28 June 2024	The Resolution in relation to the Participation in the Establishment of Shaanxi Haichuang Shengshi Hydrogen Energy Technology Co., Ltd. (tentative name) by Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a Wholly-owned Subsidiary of Beijing Tianhai Industry Co., Ltd. was considered	Considered and approved	—
2024年6月28日	審議關於北京天海工業有限公司全資子公司北京天海氫能裝備有限公司參股設立陝西海創盛世氫能科技有限公司(暫定名)的議案	審議通過	—
30 December 2024	1. The Resolution in relation to an Increase in Registered Capital from Capital Reserve of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., a subsidiary of Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company was considered 2. The Resolution in relation to an Increase in the Capital of Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. with the Budget Funds for State-owned Capital Operation by the Company was considered	Considered and approved	—
2024年12月30日	1、審議關於公司子公司北京天海工業有限公司北京天海氫能裝備有限公司資本公積轉增註冊資本的議案 2、審議關於公司以國有資本經營預算資金增資北京天海氫能裝備有限公司的議案	審議通過	—

The list of members of the strategy committee and their attendance at the meetings are as follows:

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事會下設的戰略委員會履職情況：(續)

- 2、公司董事會戰略委員會由2名非執行董事、1名執行董事和1名獨立非執行董事組成。

報告期內戰略委員會召開3次會議

戰略委員會成員名單及會議出席情況：

Name 姓名	Description 說明	Required attendance in 2024 2024年應出席會議次數	Actual attendance 實際出席會議次數
Li Junjie (Chairman) 董事長李俊杰	Chairman of the committee 委員會主席	3	3
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Member of the committee 委員會委員	3	3
Zhang Jiheng (executive Director) 執行董事張繼恒	Member of the committee 委員會委員	3	3
Zhou Yongjun (non-executive Director) 非執行董事周永軍	Member of the committee 委員會委員	3	3
Wu Yanzhang (non-executive Director, resigned) 非執行董事吳燕璋(離任)	Member of the committee 委員會委員	3	3





## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

As at the date of this report, the Company is not aware of any change in the information of Director, Supervisor or chief executive required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

During the Reporting Period, the Company was in compliance with the code provisions stipulated in Part 2 of the “Corporate Governance Code” as set out in Appendix C1 to the Listing Rules.

During the Reporting Period, the Company adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” as set out in Appendix C3 to the Listing Rules.

For the purposes of preparation for this report, the Company has enquired of all the Directors specifically and all of them have confirmed with the Company that they completely complied with the “Model Code for Securities Transactions by Directors of Listed Issuers” during the Reporting Period. The Company has received the statement regarding the confirmation of independence submitted by the four independent non-executive Directors pursuant to the requirements of Rule 3.13 of the Listing Rules, and the Board considers that the said four independent non-executive Directors are independent.

The Company will convene a special meeting of the independent Directors before each Board meeting (if necessary) to discuss the connected transactions of the Company and other matters deemed important, and to summarize the relevant independent opinions for discussion at the Board meeting. The independent non-executive Directors regularly visit the Company to participate in work on site, monitor the compliance and legality of the Company’s daily operation and make relevant recommendations. In addition, the Company collects the opinions of the investing public through channels such as telephone Q&A sessions, online exchanges and results presentation meetings and provides feedback to the Board.

The Board conducted an annual review of the implementation and effectiveness of the above mechanism and considered that it was sufficiently effective in ensuring that the Board was provided with independent views and opinions during the Reporting Period.

During the Reporting Period, the newly appointed Director Ms. Chen Junping obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 6 May 2024, and confirmed that she understood her obligations as a Director of the Company.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

於本報告日期，據本公司所知，概無根據上市規則第13.51B(1)條須予披露的任何董事、監事或最高行政人員資料變更。

於報告期內，本公司已遵守上市規則附錄C1《企業管治守則》第二部份列載的條文。

於報告期內，本公司已採納上市規則附錄C3《上市發行人董事進行證券交易的標準守則》。

本公司已為準備本報告的目的向所有董事做出特定查詢，所有董事已向本公司確認，在本報告期內其已完全遵守《上市發行人董事進行證券交易的標準守則》。本公司收到四名獨立非執行董事按照上市規則第3.13條之要求提交的獨立性確認聲明書，本公司董事會認為四名獨立非執行董事均具有獨立性。

本公司會在每次董事會前召開獨立董事專門會議(如有必要)，討論本公司的關聯交易及其他被認為重要的事項，並匯總相關獨立意見於董事會討論。獨立非執行董事定期來本公司現場參與工作，監督日常工作的合規合法性並提出相關建議。此外，本公司會通過電話答疑、線上交流、業績說明會等渠道，收集廣大投資者的意見並反饋給董事會。

董事會已對上述機制的實施及有效性進行年度檢討，並認為報告期內該機制足以有效確保董事會獲得獨立觀點和意見。

於報告期內，新任董事陳均平女士於2024年5月6日取得上市規則第3.09D條所述的法律意見，並確定明白其作為本公司董事的責任。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board

The Board consists of nine Directors, including one executive Director, four non-executive Directors, and four independent non-executive Directors and the independent non-executive Directors account for more than one third of the total members of the Board. The members of the Board are as follows:

##### Executive Director

##### 執行董事

Zhang Jiheng  
張繼恒

##### Non-executive Directors

##### 非執行董事

Li Junjie  
李俊杰  
Zhou Yongjun  
周永軍  
Man Huiyong  
滿會勇  
Li Chunzhi  
李春枝

##### Independent non-executive Directors

##### 獨立非執行董事

Chen Junping  
陳均平  
Zhao Xuguang  
趙旭光  
Liu Jingtai  
劉景泰  
Luan Dalong  
樂大龍

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成

本公司董事會由九名董事組成，其中執行董事一名、非執行董事四名、獨立非執行董事四名，獨立非執行董事人數佔董事會人數的三分之一以上。董事會成員如下：

Director and general manager  
董事、經理

Chairman  
董事長  
Director  
董事  
Director  
董事  
Director  
董事  
Director  
董事

Director  
董事  
Director  
董事  
Director  
董事  
Director  
董事  
Director  
董事

## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued) Directors and Composition of the Board (Continued) Description:

The executive Director and non-executive Directors of the Company have rich experience in production, operation and management and they all are able to make reasonable decisions in respect of the matters proposed by the Board. Among the four independent non-executive Directors, one is a person with rich experience in intelligent manufacturing industry; one is a PRC qualified lawyer with accomplishments in law; one is a PRC certified public accountant with many years of experience in respect of corporate management advisory and accounting practice; and one is an industry researcher with extensive experience in the integration of industry and finance. Such independent non-executive Directors have full capability of assessing internal control and reviewing financial report. The composition of the Board was in full compliance with the requirements of the relevant domestic and overseas laws and regulations and regulatory documents.

During the Reporting Period, to the best of the knowledge of the Board, there existed no relationship between and among the members of the Board (including the chairman and the general manager) with respect to finance, business, family or other relevant relationship required to be disclosed.

The Company is in strict compliance with the relevant restrictions on securities transactions by directors imposed by the PRC and Hong Kong regulatory authorities and is always adhering to the principle of being in strict compliance with the rules.

#### 1. Chairman and General Manager

The chairman and the general manager of the Company are assumed by different persons, and their respective duties are clearly divided.

The chairman is the legal representative of the Company and is elected by more than half of all Directors of the Board. The chairman is responsible for corporate planning and strategic decision-makings and chairing the Board, and ensuring that the Board will review all the matters concerned in an appropriate manner for facilitating the effective operation of the Board.

The chairman is entitled to preside over the general meetings, to convene and chair the Board meetings, to examine and check the implementation of the resolutions of the Board, and to sign the securities issued by the Company and other important documents. Upon authorisation by the Board, the chairman can also convene the general meetings and provide guidance to the Company's important business activities during the adjournment of the Board meetings.

The general manager is appointed by the Board and is accountable to the Board. The general manager leads the management to take charge of daily production, operation and management of the Company, and organization and implementation of all resolutions of the Board. As required by the Board or the Supervisory Committee, the general manager will report to the Board or the Supervisory Committee, on a regular basis, regarding the execution and performance of major contracts, and the utilisation of funds, as well as the profit and loss.

The chairman, as the core of strategic decision-making, is responsible for convening the Board to consider the Company's major issues, including periodic reports, strategic planning, annual budgets and investment plans. The chairman is also responsible for overseeing the implementation of the Board's resolutions, appraising the performance of senior management officers, safeguarding the interests of the Shareholders and other governance functions. Externally, the chairman signs legal documents and liaises with other parties on behalf of the Company.

#### 十六、其他(續)

##### 2024年度企業管治報告(續) 董事及董事會組成(續) 說明:

本公司執行董事及非執行董事在生產、經營、管理上都具有豐富經驗，均能合理決策董事會所議事項。四名獨立非執行董事中一名為智能製造行業的資深人士，具有豐富的智能製造行業經驗；一名為具有中國律師資格的律師，在法律方面造詣較深；一名為中國註冊會計師，具有多年企業管理諮詢和會計從業經驗；一名為行業研究員，在產業與金融結合方面具有豐富的經驗。該等獨立非執行董事完全具備評價內部控制的能力及審閱財務報告的能力。董事會構成完全符合境內外有關法律法規及規範性文件的要求。

於報告期內，盡董事會所知董事會成員之間（包括董事長與總經理）不存在任何須予披露的關係，包括財務、業務、家屬或其他相關的關係。

本公司嚴格遵守國內及香港兩地監管機構對於董事進行證券交易有關約束條款，並始終堅持條款從嚴的原則。

#### 1、董事長及總經理

本公司董事長及總理由不同人士擔任，並有明確分工。

董事長是公司法定代表人，由董事會以全體董事的過半數選舉產生。董事長負責企業籌劃及戰略性決策，主持董事會工作，保證董事會以適當方式審議所有涉及事項，促使董事會有效運作。

董事長有權主持股東大會，召集和主持董事會會議，檢查董事會決議的實施情況，簽署公司發行的證券和其他重要文件。經董事會授權，還可以召集股東大會；在董事會閉會期間，對公司的重要業務活動給予指導。

總理由董事會聘任，對董事會負責。總經理率領管理層，負責公司日常生產經營管理事務，組織實施董事會的各項決議。根據董事會或者監事會要求，總經理定期向董事會或者監事會報告公司重大合同的簽訂、執行情況、資金運用情況和盈虧情況。

董事長作為戰略決策核心，負責召集董事會審議公司重大事項，如定期報告、戰略規劃、年度預算及投資計劃等，同時承擔監督董事會決議執行、評估高管履職及維護股東利益等治理職能，對外則代表公司簽署法律文件並協調外部關係。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

###### 1. Chairman and General Manager (Continued)

The general manager, as the centre of operational execution, translates the Board's strategies into specific operational plans and promotes their implementation, coordinates the collaboration between departments, formulates internal systems and manages the middle management team. The general manager is also directly responsible for market development, business negotiations and the achievement of day-to-day operational targets, and reports operating results to the Board on a regular basis to ensure the competitiveness of the Company and the ultimate realization of its financial goals.

###### 2. Executive Directors, Non-executive Directors and Independent Non-executive Directors

Except for Ms. Chen Junping, an independent non-executive Director of the Company, each of the non-executive Directors and independent non-executive Directors of the Company has a term of office of three years (the same as the other Directors), commencing from 16 June 2023 to the conclusion of 2025 annual general meeting. Ms. Chen Junping, an independent non-executive Director of the Company, has a term of office of two years, commencing from 27 June 2024 to the conclusion of the 2025 annual general meeting.

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

###### 3. Authority and Powers of the Board

- (1) to convene the general meetings and report its work to the general meetings;
- (2) to implement the resolutions passed at the general meetings;
- (3) to decide on the Company's business plans and investment schemes;
- (4) to formulate the Company's annual financial budget plan and final account plan;
- (5) to formulate the Company's profit distribution plan and loss recovery plan;
- (6) to formulate proposals for increase or reduction of the registered capital and the issue of corporate debentures of the Company;
- (7) to draw up proposals for important acquisition, purchase of the Company's share, or merger, demerger, dissolution and change in the form of the Company;
- (8) to decide within the authorization of the general meeting on external investment, purchase and sale of assets or mortgage of assets, external guarantee, entrusted wealth management, connected transaction and other matters;
- (9) to determine the establishment of the Company's internal management structure;
- (10) to appoint or dismiss the Company's manager and secretary to the Board, to appoint or dismiss, as nominated by the manager, deputy managers and financial controller of the Company, and to determine their remuneration;

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

###### 1、董事長及總經理(續)

總經理作為運營執行中樞，需將董事會戰略轉化為具體經營計劃並推動落實，統籌部門協作、制定內部制度、管理中層團隊，同時直接負責市場拓展、商務談判及日常經營指標達成，定期向董事會彙報運營結果，確保企業競爭力與財務目標的最終實現。

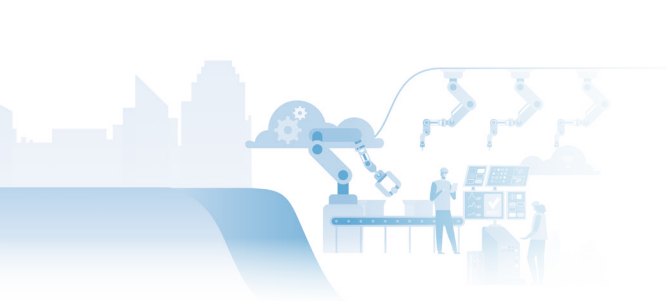
###### 2、執行董事、非執行董事、獨立非執行董事

除本公司獨立非執行董事陳均平女士外，本公司非執行董事、獨立非執行董事任期(與其餘董事相同)，均為三年，任期為2023年6月16日至2025年度股東週年大會止。本公司獨立非執行董事陳均平女士任期為兩年，任期為2024年6月27日至2025年度股東週年大會止。

於應屆股東週年大會上建議重選的董事並無與本公司訂立任何於一年內倘終止則須做出賠償(法定賠償除外)之服務合約。

###### 3、董事會職權

- (1) 負責召集股東大會，並向股東大會報告工作；
- (2) 執行股東大會的決議；
- (3) 決定公司的經營計劃和投資方案；
- (4) 制定公司的年度財務預算方案、決算方案；
- (5) 制定公司的利潤分配方案和彌補虧損方案；
- (6) 制定公司增加或者減少註冊資本的方案以及發行公司債券的方案；
- (7) 擬訂公司重大收購、收購本公司股票或者合併、分立、解散及變更公司形式的方案；
- (8) 在股東大會授權範圍內，決定公司對外投資、收購出售資產、資產抵押、對外擔保事項、委託理財、關聯交易等事項；
- (9) 決定公司內部管理機構的設置；
- (10) 聘任或者解聘公司經理、董事會秘書，根據經理的提名，聘任或者解聘公司副經理、財務負責人，決定其報酬事項；



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 3. Authority and Powers of the Board (Continued)

- (11) to formulate basic management policy for the Company;
- (12) to formulate amendment proposal to the Articles of Association;
- (13) to manage the Company's information disclosure;
- (14) to determine the Company's interim dividend distribution plan;
- (15) to propose to the general meeting to appoint or change an accountancy firm of the Company;
- (16) to listen to the work report by the manager of the Company and inspect their work;
- (17) to exercise other powers conferred by laws, administrative regulations, departmental rules or the Articles of Association; and
- (18) to exercise any other powers conferred by the general meetings.

##### 4. Remunerations of Directors and Senior Management Officers and Assessment of the Board

##### (1) Service contracts of Directors and Supervisors

The Directors and Supervisors have entered into written contracts with the Company wherein the main contents are as follows:

- (i) Except for the contract for Ms. Chen Junping, an independent non-executive Director, each contract for the Directors of the eleventh session of the Board and the Supervisors of the eleventh session of the Supervisory Committee commenced on 16 June 2023 and will end upon the conclusion of the 2025 annual general meeting. The contract for Ms. Chen Junping commenced on 27 June 2024 and will end upon the conclusion of the 2025 annual general meeting.
- (ii) An annual salary system is in place for senior management. The annual salary of senior management of the Company comprises three parts, being basic salary, performance pay and special contribution income. Of which, the basic annual salary is determined by the remuneration and monitoring committee at the beginning of each year with reference to factors such as the industry remuneration level, the results of operation of the Company for the previous year and total remuneration. The distribution coefficients are determined based on position evaluation. Typically, the distribution coefficient of general manager is 1, and the distribution coefficients of deputy general manager, financial controller, chief engineer, general counsel, secretary to the Board and other senior management officers range from 0.6 to 0.9.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 3、董事會職權(續)

- (11) 制定公司的基本管理制度；
- (12) 制訂公司章程修改方案；
- (13) 管理公司信息披露事項；
- (14) 決定派發公司中期股利的方案；
- (15) 向股東大會提請聘請或更換為公司審計的會計師事務所；
- (16) 聽取公司經理的工作匯報並檢查經理的工作；
- (17) 法律、行政法規、部門規章或本章程授予的其他職權；
- (18) 股東大會授予的其他職權。

##### 4、董事及高級管理人員的薪酬及董事會評核

##### (1) 董事與監事服務合約

董事及監事與本公司訂立書面合約，主要方面如下：

- (i) 除獨立非執行董事陳均平女士外，第十一屆董事會董事和第十一屆監事會監事每份合約由2023年6月16日開始，至2025年股東週年大會止。陳均平女士的合約由2024年6月27日開始，至2025年股東週年大會止。
- (ii) 高管人員實行年薪制。公司高管人員的年薪由基本收入、績效收入和特殊貢獻收入三部份組成。其中，基本年薪由公司薪酬與考核委員會根據行業薪酬水平、公司上年經營狀況和薪酬總額等因素在每年年初確定。分配係數以崗位評價為基礎予以確定。通常，總經理的分配係數為1，副總經理、財務負責人、總工程師、總法律顧問、董事會秘書及其他高級管理人員的分配係數為0.6-0.9。



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

#### 4. Remunerations of Directors and Senior Management Officers and Assessment of the Board (Continued)

##### (1) Service contracts of Directors and Supervisors (Continued)

The basic salary is paid on a monthly basis, while the amount of performance pay shall be determined in accordance with the following formula: performance pay = basic salary x performance coefficient x distribution coefficient, and the performance coefficient shall be assessed by the remuneration and monitoring committee based on the annual performance of the Company's business and reported to the Board for consideration and approval. Special contribution income may be granted to senior management officers who have made significant contribution to the implementation of the strategies of the Company or have received awards from the government or industry associations for significant innovation in management, technological innovation and strong investment income. Special contribution income shall be reviewed by the remuneration and monitoring committee of the Board before submission to the Board for consideration and approval and shall not exceed RMB0.15 million. Chairman of the Board and non-executive Directors do not receive remuneration in the Company. Supervisors are not entitled to receive Supervisors' remuneration, but are entitled to receive remuneration according to their respective positions in the Company and its subsidiaries (other than supervisors' positions). Independent non-executive Directors will be entitled to receive an annual remuneration of RMB80,000.

##### (2) Assessment and Incentive Mechanism for Senior Management Officers

During the Reporting Period, the Board of the Company entered into the "Performance Assessment Contract for Senior Management" with the senior management officers. The remuneration and monitoring committee of the Board would report to the Board for examination and approval after assessing the completion of the "Performance Contracts" by the senior management officers.

#### 5. Duties of the management

Pursuant to the authority and power conferred by the Articles of Association, the management of the Company undertakes the major duties as follows: to be responsible for organizing and implementing the Company's annual operating plan and investment plan; to propose the establishment of internal management institution for the Company; to propose the basic management mechanism for the Company; to appoint or dismiss such management members whose appointment and dismissal are not subject to the Board; to formulate the basic regulations for the Company and other matters.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

#### 4、董事及高級管理人員的薪酬及董事會評核(續)

##### (1) 董事與監事服務合約(續)

基礎收入按月進行平均發放，績效薪酬按以下公式確定：績效收入 = 基本收入 × 績效係數 × 分配係數，績效係數由薪酬與考核委員會根據年度公司經營情況進行考核，報董事會審議通過。高管人員為公司戰略實施做出重大突出貢獻或取得重大管理創新、科技創新、投資取得顯著成效、公司獲得政府、行業等特別嘉獎的情況下，可向高管人員發放特殊貢獻收入。特殊貢獻收入由公司董事會薪酬與考核委員會審核後，報董事會審議通過，其數額最高不超過人民幣15萬元。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬，獨立非執行董事將有權收取的年度袍金人民幣8萬元。

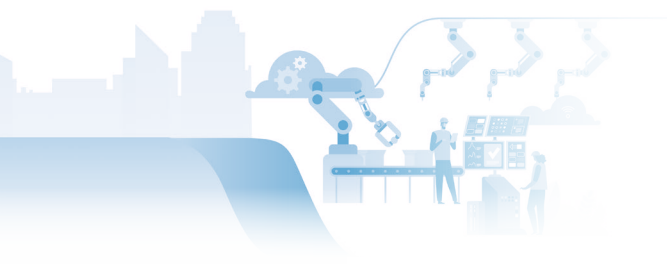
##### (2) 高級管理人員的考評及激勵情況

報告期內，本公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。

#### 5、管理層的職責

本公司管理層根據公司章程賦予的職權，主要履行以下職責：負責組織實施本公司年度經營計劃和投資方案；擬訂本公司內部管理機構設置方案；擬訂本公司的基本管理制度；聘任或者解聘除應由董事會聘任或解聘以外的管理人員；制訂公司基本規章等事項。





## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 6. Remunerations of auditors

Upon the completion of audit work for the year of 2023, ShineWing Certified Public Accountants (Special General Partnership), the financial report auditor of the Company, and Da Hua Certified Public Accountants (Special General Partnership), the internal control auditor of the Company, had provided audit services for the Company for more than 10 years and 7 years, respectively, which exceeded the maximum term for a company to engage an accounting firm consecutively as stipulated in the "Administrative Measures for the Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies" by the Ministry of Finance of the People's Republic of China, the State-owned Assets Supervision and Administration Commission of the State Council and the CSRC. Therefore, the Company had to change its accounting firm for the year of 2024.

In order to maintain the independence, objectiveness and fairness of the audit work of the Company while taking into account the business development needs of the Company, the Company engaged WUYIGE Certified Public Accountants LLP as its auditor for the year of 2024 after the completion of a public tender process. On 28 May 2024, the Board convened the sixth extraordinary meeting of the eleventh session of the Board, where the "Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and Internal Control Audit for 2024" was considered and approved. The resolution was subject to the approval of the 2023 annual general meeting of the Company and would be effective from the date of approval at the annual general meeting.

On 27 June 2024, the Company held its 2023 annual general meeting, where the Shareholders considered and approved the appointment of WUYIGE Certified Public Accountants LLP as the auditor for the Company's 2024 financial report and internal control audit report of the financial report, and authorised the Board to sign an appointment agreement with it and determine its remuneration.

During the Reporting Period, WUYIGE Certified Public Accountants LLP audited the accompanying financial report prepared in accordance with the PRC Accounting Standards for Business Enterprises and the Company's internal control report.

During the Reporting Period, none of the remuneration of the auditors was for the provision of non-audit services to the Company.

The audit fee payable to WUYIGE Certified Public Accountants LLP for the Reporting Period amounted to RMB1.36 million, which included fees for services provided by the financial auditor to the Company in respect of the financial audit, the internal control audit and related audit work.

During the Reporting Period, the Directors assumed the responsibilities of preparing the financial report and the internal control report. For the audit opinions on the financial report and the internal control report issued by WUYIGE Certified Public Accountants LLP, please refer to "Financial Report" as set out in section 12 and "Internal Control Audit Report" as set out in section 13 of this annual report.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 6、核數師酬金

在執行完畢2023年審計工作後，本公司的財務報告審計機構信永中和會計師事務所(特殊普通合夥)及內部控制審計機構大華會計師事務所(特殊普通合夥)為本公司提供審計服務已分別超過10年及7年，均超過中華人民共和國財政部、國務院國資委及證監會《國有企業、上市公司選聘會計師事務所管理辦法》規定的連續聘用會計師事務所的最長年限。因此，本公司須於2024年度變更會計師事務所。

為保持本公司審計工作的獨立性、客觀性、公允性，並結合本公司業務發展需求，經公開招標，本公司聘任大信會計師事務所(特殊普通合夥)為2024年度審計機構。於2024年5月28日，董事會召開第十一屆董事會第六次臨時會議，審議通過《關於選聘2024年度財務報表審計及內部控制審計項目審計機構的議案》，該議案須經本公司2023年度股東週年大會審計通過，並自股東週年大會審議通過之日起生效。

公司於2024年6月27日召開2023年股東週年大會，審議通過了聘任大信會計師事務所(特殊普通合夥)為公司2024年度財務報表審計及內部控制審計的審計機構，並授權董事會負責與其簽署聘任協議以及決定其酬金事項。

報告期內，大信會計師事務所(特殊普通合夥)，審核了隨附根據中國會計準則編製的財務報告及本公司內控報告。

報告期內，核數師酬金中概無涉及非核數服務。

報告期應支付給大信會計師事務所(特殊普通合夥)的審計費用為人民幣136萬元，審計費用包括財務審計師為本公司提供的財務審計、內部控制審計及有關審計工作的服務費用。

報告期董事分別承擔財務報告的編製責任及內控報告的編製責任。大信會計師事務所(特殊普通合夥)出具財務報告審計意見詳情及內部控制報告審計意見請見詳情分別請見本年度報告「第十二節財務報告」及「第十三節內部控制審計報告」。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

###### 7. Internal control

Details on the internal control of the Company implemented by the Board are set out in the section headed "Internal Control Audit Report" as set out in section 13 of this annual report.

###### 8. Delegation of authority by the Board

During the Reporting Period, any implementation of delegation of authority by the Board to the operation management level shall be subject to the approval of the Board. Such delegation also requires the operation management level to regularly report the implementation results regarding such matters under such delegation. The Board has not delegated any authority with respect to managerial or administrative functions to its committees thereunder.

###### 9. Corporate governance functions

During the Reporting Period, the Board performed its duties regarding corporate governance: (1) to develop and review the Company's policies and practices on corporate governance; (2) to review and monitor the training and continuous professional development of Directors and senior management; (3) to review and monitor the Company's policies and practices on the compliance with legal and regulatory requirements; (4) to develop, review and examine the staff manual applicable to employees and Directors; and (5) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report. Details on the implementation of the foregoing matters are set out in the section headed "Internal Control Audit Report" as set out in section 13 of this annual report.

###### 10. Secretary to the Board

- (1) The secretary to the Board is a senior management officer of the Company.
- (2) The secretary to the Board is appointed by the Board of the Company and reports duty to the chairman.
- (3) The main duties of the secretary to the Board include: to assist the Directors with their handling of the day-to-day business of the Board; to continuously provide the Directors with, remind the Directors of, and ensure that the Directors are aware of, the domestic and foreign regulators' regulations, policies and requirements in respect of the operation of the Company; to assist the Directors and managers in proper compliance with domestic and foreign laws, regulations, the "Articles of Association" and other relevant rules in exercising their power and performing their functions; to be responsible for organizing and preparing the documents of the Board and of the general meetings; to duly keep meeting minutes; to ensure that decisions made at meetings are made in accordance with statutory procedure and to keep track of the implementation of the resolutions of the Board; to be responsible for arranging and coordinating the disclosure of information, coordinating the relationship with investors and enhancing the transparency of the Company; to participate in arranging for capital market financing; to handle the relationship with intermediary organisations, regulators and the media, and to promote good public relations.
- (4) The secretary to the Board has confirmed that he attended not less than 15 hours of relevant professional training during the Reporting Period.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

###### 7、內部監控

董事會對公司內部控制詳情請見本年報告「第十三節內部控制審計報告」。

###### 8、董事會權力轉授

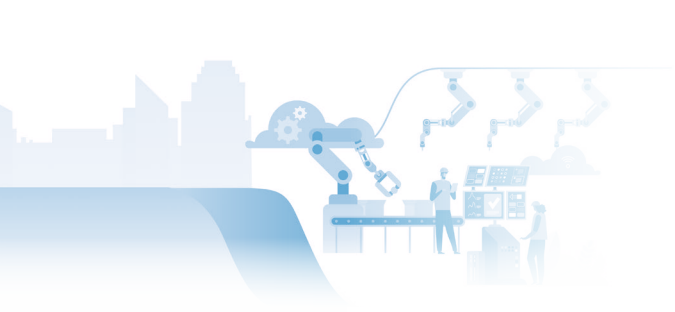
報告期董事會授權給經營層任何權利通過董事會批准後方能實施，授權同時要求經營層定期匯報授權事項的實施結果。董事會不存在將其管理及行政功能方面的權力授予其轄下委員會情形。

###### 9、企業管治職能

報告期董事會履行其企業管治職能：(1)制定及檢討公司的企業管治政策及常規；(2)檢討及檢查董事及高級管理人員的培訓及持續專業發展；(3)檢討及檢查公司在遵守法律及監管規定方面的政策及常規；(4)制定、檢討及檢查員工及董事的員工手冊；(5)檢討公司遵守《守則》的情況及在《企業管治報告》內的披露。上述內容執行情況詳情請見本年報告「第十三節內部控制審計報告」。

###### 10、董事會秘書

- (1) 董事會秘書是公司高級管理人員。
- (2) 董事會秘書由公司董事會聘任，向董事長匯報工作。
- (3) 董事會秘書的主要任務是協助董事處理董事會的日常工作，持續向董事提供、提醒並確保其瞭解境內外監管機構有關公司運作的法規、政策及要求，協助董事及經理在行使職權時切實履行境內外法律、法規、公司章程及其他有關規定；負責董事會、股東大會文件的有關組織和準備工作，作好會議記錄，保證會議決策符合法定程序，並掌握董事會決議執行情況；負責組織協調信息披露，協調與投資者關係，增強公司透明度；參與組織資本市場融資；處理與中介機構、監管部門、媒體的關係，搞好公共關係。
- (4) 董事會秘書確認彼於報告期內已參加不少於15小時的相關專業培訓。



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 11. Participation in trainings by Directors, Supervisors and senior management officers

Each newly appointed Director is provided with a comprehensive, formal and tailor-made induction at the time of his appointment. Thereafter, the Directors will be provided with updated information as required by the Listing Rules, the law and other regulatory requirements and the latest developments of the Group's business, and will be encouraged to participate in the Continuous Professional Development training, in order to develop their knowledge and skills, so as to ensure that they can continue to contribute to the Board in a fully equipped and fit manner.

In order to develop and update the knowledge and skills of the Directors, Supervisors and senior management to better serve the Company, the Directors, Supervisors and senior management of the Company participated in the trainings in relation to the "Listing Rules", "Corporate Governance", "Corporate Internal Control", "Prevention of Insider Dealing", "Information Disclosure", "Responsibilities of the Directors" during the Reporting Period, and completed the training requirements of the regulatory authorities.

During the year ended 31 December 2024, the Directors participated in the Continuous Professional Development training. All Directors have also provided the Company with their training records during the Reporting Period. A summary of their training records is set out below:

Executive Director 執行董事	Type of Continuous Professional Development training 持續專業發展種類	Content of Continuous Professional Development training 持續專業發展內容
Zhang Jiheng	Comprehensive in-depth training	1. Participating in special seminars on "Corporate Governance" and focusing on the optimization of the decision-making mechanism of the Board and the synergetic strategy of the senior management. 2. In-depth study of amendments to the "Listing Rules" and discussing compliance risk response plans based on the Company's actual cases. 3. Receiving intensive training on "Responsibilities of the Directors" and focusing on Directors' obligations and legal liabilities.
張繼恒	全面深度培訓	1、參與《公司治理》專項研討，重點學習董事會決策機制優化與高管層協同策略。 2、深度學習《上市規則》修訂條款，結合公司實際案例研討合規風險應對方案。 3、接受《董事責任》強化培訓，聚焦董事履職義務與法律責任邊界。

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 11、董事、監事及高級管理人員參加培訓情況

每名新委任的董事均在委任時獲得全面、正式及特為其而設的就任須知。其後，董事、監事及高級管理人員將獲取上市規則、法律及其他監管規定要求的更新資料及本集團業務的最新發展，並予以鼓勵參與持續專業發展，以發展彼等的知識及技能，確保其繼續在具備全面諮詢及切合所需的情況下對董事會做出貢獻。

為發展更新董事、監事及高級管理人員的知識及技能，使其更好地為公司服務，報告期公司董事、監事及高級管理人員參加了《上市規則》、《公司治理》、《公司內部控制》、《防範內幕交易》、《信息披露》、《董事責任》等相關內容的培訓，完成了監管機構的培訓要求。

於截至2024年12月31日止年度內，董事已參與持續專業發展。所有董事亦已向本公司提供彼等於本報告期接受培訓的紀錄。彼等的培訓紀錄概要如下：

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 11. Participation in trainings by Directors, Supervisors and senior management officers (Continued)

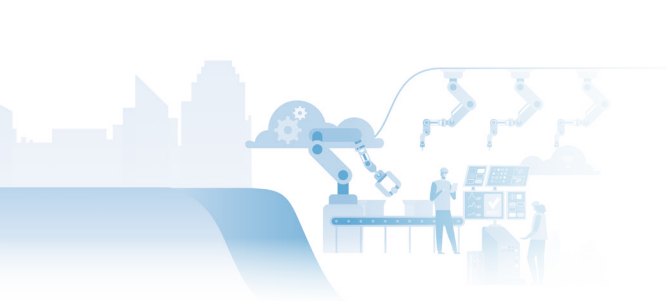
#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 11、董事、監事及高級管理人員參加培訓情況(續)

Non-executive Director 非執行董事	Type of Continuous Professional Development training 持續專業發展種類	Content of Continuous Professional Development training 持續專業發展內容
Li Junjie	Strategic compliance training	<ol style="list-style-type: none"> <li>Annual update of the "Listing Rules": focusing on key amendments such as those relating to approval of connected transactions and continuing disclosure obligations to ensure that decision-making is in line with regulatory requirements.</li> <li>Mechanism for the "Prevention of Insider Trading": strengthening the awareness of confidentiality in relation to sensitive information, learning to establish a firewall mechanism and avoiding the legal risks of insider trading.</li> <li>"Corporate Governance" study: understanding the value of the independent Director system and learning how to ensure the efficient operation of the special committees of the Board.</li> <li>Trends of "Industry Regulation": tracking the impact of policy changes on operations and formulating compliance strategies in a forward-looking manner.</li> </ol>
李俊杰	戰略合規型培訓	<ol style="list-style-type: none"> <li>《上市規則》年度更新：聚焦關聯交易審批、持續披露義務等關鍵修訂，確保決策符合監管要求。</li> <li>《防範內幕交易》機制：強化敏感信息保密意識，學習建立防火牆機制，規避內幕交易法律風險。</li> <li>《公司治理》專題：理解獨立董事制度價值，學習董事會專門委員會高效運作方法。</li> <li>《行業監管》動態：跟蹤政策變化對業務的影響，前瞻佈局合規策略。</li> </ol>
Wu Yanzhang (resigned on 30 December 2024)	Strategic compliance training	<ol style="list-style-type: none"> <li>Annual update of the "Listing Rules": new regulations on connected transactions and information disclosure.</li> <li>Mechanism for the "Prevention of Insider Trading": strengthening awareness of information barriers for the protection of sensitive information.</li> <li>"Corporate Governance" study: the role of independent Directors and how Board committees operate.</li> </ol>
吳燕璋(於2024年12月30日辭任)	戰略合規型培訓	<ol style="list-style-type: none"> <li>《上市規則》年度更新：關聯交易與信息披露新規。</li> <li>《防範內幕交易》機制：敏感信息隔離牆強化認知。</li> <li>《公司治理》專題：獨立董事作用與委員會運作邏輯。</li> </ol>
Zhou Yongjun	Strategic compliance training	<ol style="list-style-type: none"> <li>Annual update of the "Listing Rules": new regulations on connected transactions and information disclosure.</li> <li>Mechanism for the "Prevention of Insider Trading": strengthening awareness of information barriers for the protection of sensitive information.</li> <li>"Corporate Governance" study: the role of independent Directors and how Board committees operate.</li> </ol>
周永軍	戰略合規型培訓	<ol style="list-style-type: none"> <li>《上市規則》年度更新：關聯交易與信息披露新規。</li> <li>《防範內幕交易》機制：敏感信息隔離牆強化認知。</li> <li>《公司治理》專題：獨立董事作用與委員會運作邏輯。</li> </ol>
Cheng Lei (resigned on 30 December 2024)	Strategic compliance training	<ol style="list-style-type: none"> <li>Annual update of the "Listing Rules": new regulations on connected transactions and information disclosure.</li> <li>Mechanism for the "Prevention of Insider Trading": strengthening awareness of information barriers for the protection of sensitive information.</li> <li>"Corporate Governance" study: the role of independent Directors and how Board committees operate.</li> </ol>
程磊(於2024年12月30日辭任)	戰略合規型培訓	<ol style="list-style-type: none"> <li>《上市規則》年度更新：關聯交易與信息披露新規。</li> <li>《防範內幕交易》機制：敏感信息隔離牆強化認知。</li> <li>《公司治理》專題：獨立董事作用與委員會運作邏輯。</li> </ol>



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 11. Participation in trainings by Directors, Supervisors and senior management officers (Continued)

Non-executive Director 非執行董事	Type of Continuous Professional Development training 持續專業發展種類	Content of Continuous Professional Development training 持續專業發展內容
Man Huiyong	Strategic compliance training	1. Annual update of the "Listing Rules": new regulations on connected transactions and information disclosure. 2. Mechanism for the "Prevention of Insider Trading": strengthening awareness of information barriers for the protection of sensitive information. 3. Trends of "Industry Regulation": the impact of policy changes on the operations of an enterprise.
滿會勇	戰略合規型培訓	1、《上市規則》年度更新：關聯交易與信息披露新規。 2、《防範內幕交易》機制：敏感信息隔離牆強化認知。 3、《行業監管》動態：政策變化對企業經營的影響。
Li Chunzhi	Strategic compliance training	1. Annual update of the "Listing Rules": new regulations on connected transactions and information disclosure. 2. Mechanism for the "Prevention of Insider Trading": strengthening awareness of information barriers for the protection of sensitive information. 3. Trends of "Industry Regulation": the impact of policy changes on the operations of an enterprise.
李春枝	戰略合規型培訓	1、《上市規則》年度更新：關聯交易與信息披露新規。 2、《防範內幕交易》機制：敏感信息隔離牆強化認知。 3、《行業監管》動態：政策變化對企業經營的影響。
<b>Independent non-executive Director 獨立非執行董事</b>		
Xiong Jianhui (resigned on 27 June 2024)	Training for the enhancement of supervision	1. In-depth training on "Responsibilities of the Directors": focusing on the area of financial supervision, mastering the key points of the audit committee's performance, and strengthening risk warning capabilities. 2. Evaluation of the effectiveness of "Internal Control": learning the evaluation methodology, identifying the deficiencies in control and making recommendations for rectification. 3. Regulatory trends of "Prevention of Insider Trading": analyzing regulatory cases and enhancing independent supervision awareness and questioning capabilities.
熊建輝(於2024年6月27日辭任)	監督強化型培訓	1、《董事責任》深度研修：聚焦財務監督領域，掌握審計委員會履職要點，強化風險預警能力。 2、《內部控制》有效性評估：學習評估方法論，識別控制缺陷並提出整改建議。 3、《防範內幕交易》監管趨勢：分析監管案例，提升獨立監督意識與質詢能力。
Chen Junping (appointed on 27 June 2024)	Training for the enhancement of supervision	1. Regulatory trends of "Prevention of Insider Trading": analyzing regulatory cases and enhancing independent supervision awareness and questioning capabilities. 2. Improving the quality of "Information Disclosure": studying typical regulatory letters to optimize the authenticity and completeness of disclosures. 3. "Compliance Audit" practices: mastering the design of internal audit processes and enhancing the effectiveness of compliance inspection.
陳均平(於2024年6月27日獲委任)	監督強化型培訓	1、《防範內幕交易》監管趨勢：分析監管案例，提升獨立監督意識與質詢能力。 2、《信息披露》質量提升：研究監管函件典型案例，優化披露內容真實性與完整性。 3、《合規審計》實務：掌握內部審計流程設計，提升合規檢查效能。

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 11、董事、監事及高級管理人員參加培訓情況(續)



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 11. Participation in trainings by Directors, Supervisors and senior management officers (Continued)

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 11、董事、監事及高級管理人員參加培訓情況(續)

Independent non-executive Director 獨立非執行董事	Type of Continuous Professional Development training 持續專業發展種類	Content of Continuous Professional Development training 持續專業發展內容
Zhao Xuguang	Training for the enhancement of supervision	<ol style="list-style-type: none"> <li>1. In-depth training on "Responsibilities of the Directors": focusing on the area of financial supervision, mastering the key points of the audit committee's performance, and strengthening risk warning capabilities.</li> <li>2. Evaluation of the effectiveness of "Internal Control": learning the evaluation methodology, identifying the deficiencies in control and making recommendations for rectification.</li> <li>3. Regulatory trends of "Prevention of Insider Trading": analyzing regulatory cases and enhancing independent supervision awareness and questioning capabilities.</li> <li>4. Improving the quality of "Information Disclosure": studying typical regulatory letters to optimize the authenticity and completeness of disclosures.</li> <li>5. "Compliance Audit" practices: mastering the design of internal audit processes and enhancing the effectiveness of compliance inspection.</li> </ol>
趙旭光	監督強化型培訓	<ol style="list-style-type: none"> <li>1、《董事責任》深度研修：聚焦財務監督領域，掌握審計委員會履職要點，強化風險預警能力。</li> <li>2、《內部控制》有效性評估：學習評估方法論，識別控制缺陷並提出整改建議。</li> <li>3、《防範內幕交易》監管趨勢：分析監管案例，提升獨立監督意識與質詢能力。</li> <li>4、《信息披露》質量提升：研究監管函件典型案例，優化披露內容真實性與完整性。</li> <li>5、《合規審計》實務：掌握內部審計流程設計，提升合規檢查效能。</li> </ol>
Liu Jingtai	Training for the enhancement of supervision	<ol style="list-style-type: none"> <li>1. In-depth training on "Responsibilities of the Directors": focusing on the area of financial supervision, mastering the key points of the audit committee's performance, and strengthening risk warning capabilities.</li> <li>2. Evaluation of the effectiveness of "Internal Control": learning the evaluation methodology, identifying the deficiencies in control and making recommendations for rectification.</li> <li>3. Regulatory trends of "Prevention of Insider Trading": analyzing regulatory cases and enhancing independent supervision awareness and questioning capabilities.</li> <li>4. Improving the quality of "Information Disclosure": studying typical regulatory letters to optimize the authenticity and completeness of disclosures.</li> <li>5. "Compliance Audit" practices: mastering the design of internal audit processes and enhancing the effectiveness of compliance inspection.</li> </ol>
劉景泰	監督強化型培訓	<ol style="list-style-type: none"> <li>1、《董事責任》深度研修：聚焦財務監督領域，掌握審計委員會履職要點，強化風險預警能力。</li> <li>2、《內部控制》有效性評估：學習評估方法論，識別控制缺陷並提出整改建議。</li> <li>3、《防範內幕交易》監管趨勢：分析監管案例，提升獨立監督意識與質詢能力。</li> <li>4、《信息披露》質量提升：研究監管函件典型案例，優化披露內容真實性與完整性。</li> <li>5、《合規審計》實務：掌握內部審計流程設計，提升合規檢查效能。</li> </ol>



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 11. Participation in trainings by Directors, Supervisors and senior management officers (Continued)

Independent non-executive Director 獨立非執行董事	Type of Continuous Professional Development training 持續專業發展種類	Content of Continuous Professional Development training 持續專業發展內容
Luan Dalong	Training for the enhancement of supervision	<ol style="list-style-type: none"> <li>1. In-depth training on "Responsibilities of the Directors": focusing on the area of financial supervision, mastering the key points of the audit committee's performance, and strengthening risk warning capabilities.</li> <li>2. Evaluation of the effectiveness of "Internal Control": learning the evaluation methodology, identifying the deficiencies in control and making recommendations for rectification.</li> <li>3. Regulatory trends of "Prevention of Insider Trading": analyzing regulatory cases and enhancing independent supervision awareness and questioning capabilities.</li> <li>4. Improving the quality of "Information Disclosure": studying typical regulatory letters to optimize the authenticity and completeness of disclosures.</li> <li>5. "Compliance Audit" practices: mastering the design of internal audit processes and enhancing the effectiveness of compliance inspection.</li> </ol>
樂大龍	監督強化型培訓	<ol style="list-style-type: none"> <li>1、《董事責任》深度研修：聚焦財務監督領域，掌握審計委員會履職要點，強化風險預警能力。</li> <li>2、《內部控制》有效性評估：學習評估方法論，識別控制缺陷並提出整改建議。</li> <li>3、《防範內幕交易》監管趨勢：分析監管案例，提升獨立監督意識與質詢能力。</li> <li>4、《信息披露》質量提升：研究監管函件典型案例，優化披露內容真實性與完整性。</li> <li>5、《合規審計》實務：掌握內部審計流程設計，提升合規檢查效能。</li> </ol>

##### 12. Statement regarding Responsibility for financial statements by the Board

This statement is intended to provide the Shareholders with a clear distinction between the respective responsibilities of the Directors and the auditors in connection with service reports which should be read in conjunction with the statement regarding responsibility by auditors contained in the auditors' report set out in the financial statements.

The Board is of the opinion that as the Company's resources are sufficient for its operation in the foreseeable future, the financial statements have been prepared based on the going concern principle, and that in preparation of such financial statements, applicable accounting policies were adopted, completely implemented, supported by reasonable and prudent judgment and estimates, and that the preparation of the statements is in compliance with all accounting standards the Board considers applicable.

The Directors are responsible for ensuring that the accounts record prepared by the Company reasonably and accurately reflects the Company's financial position, and that the financial statements are in compliance with the requirements under relevant accounting standards in the PRC and Hong Kong.

##### 13. The Company maintained sufficient public float during the Reporting Period.

##### 12、董事會就財務報表之責任聲明

本聲明旨在向股東清楚區別公司董事與審計師對服務報表所分別承擔之責任，並應與財務報告所載的審計報告中的審計師責任聲明一併閱讀。

董事會認為：本公司所擁有之資源足以在可預見之將來繼續經營業務，故財務報表以持續經營作為基準編製，於編製財務報表時，本公司已使用適當之會計政策；該等政策均貫徹地運用，並有合理與審慎之判斷及估計作支持，同時亦依循董事會認為適用之所有會計標準。

董事有責任確保本公司編製之賬目記錄能夠合理、準確地反映本公司之財務狀況，並確保該財務報表符合中國及香港相關會計準則的要求。

##### 13、本公司公眾持股量在報告期內是足夠的。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 14. Shareholders' Right

- (1) *To convene an extraordinary general meeting*  
Where Shareholders request to convene an extraordinary general meeting or class meeting, the following procedures shall be followed:
- (i) Two or more Shareholders who collectively hold more than 10% (10% inclusive) of the voting shares at the proposed meeting may propose to the Board to convene an extraordinary general meeting or a class meeting by signing one or several written requests with same content in same format and may define the meeting agenda. The Board shall convene such meeting as soon as possible upon receipt of the aforesaid written request(s). The aforesaid number of shares held shall be calculated as of the date when the written request(s) was put forward by the Shareholders.
- (ii) In the event that the Board fails to give a notice of convening such meeting within thirty days upon receipt of the aforesaid written request(s), the Shareholders who put forward the request(s) may convene such meeting of their own accord within four months upon receipt of the request by the Board, and the procedures for convening such meeting shall be the same as those for convening a general meeting by the Board where possible.

The expenses reasonably incurred by Shareholders in convening and holding such a meeting because of the Board's failure to hold such meeting at the aforesaid request shall be borne out by the Company and shall be deducted from any payment due by the Company to the defaulting Directors.

Where the Shareholders decide to convene a general meeting of their own accord, it/they shall give a written notice to the Board and shall simultaneously file the case with the local office of the CSRC and the stock exchange in the locality where the Company operates for record.

Prior to the announcement of the resolution of the general meeting, the shareholding of the convening Shareholders shall be not less than 10%. When the convening Shareholders deliver a notice of general meeting and make the announcement of the resolution of the general meeting, the convening Shareholders shall submit the relevant evidencing materials to the local office of the CSRC and the stock exchange in the locality where the Company operates.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

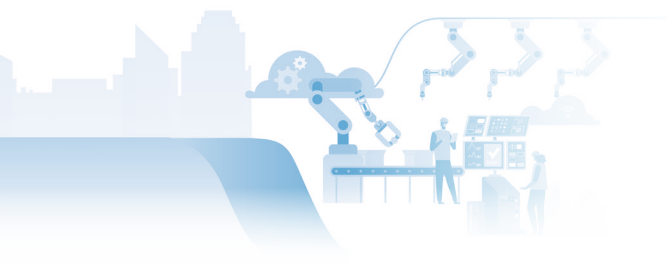
##### 14、股東權益

- (1) *召集臨時股東大會*  
股東要求召集臨時股東大會或者類別股東會議，應當按照下列程序辦理：
- (i) 合計持有在該擬舉行的會議上有表決權的股份百分之十以上(含百分之十)的兩個或者兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集臨時股東大會或者類別股東會議，並闡明會議的議題。董事會在收到前述書面要求後應當盡快召集臨時股東大會或者類別股東會議。前述持股數按股東提出書面要求日計算。
- (ii) 如果董事會在收到前述書面要求後三十日內沒有發出召集會議的通告，提出該要求的股東可以在董事會收到該要求後四個月內自行召集會議，召集的程序應當盡可能與董事會召集股東會議的程序相同。

股東因董事會未應前述要求舉行會議而自行召集並舉行會議的，其所發生的合理費用，應當由公司承擔，並從公司欠付失職董事的款項中扣除。

股東決定自行召集股東大會的，應當書面通知董事會，同時向公司所在地中國證監會派出機構和證券交易所備案。

在股東大會決議公告前，召集股東持股比例不得低於10%。召集股東應在發出股東大會通知及發佈股東大會決議公告時，向公司所在地中國證監會派出機構和證券交易所提交有關證明材料。



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 14. Shareholders' Right (Continued)

(2) *The content of such resolution to be submitted to the general meeting*

The resolutions shall fall within the scope of authority and power of the general meeting, have definite topics and specific resolutions, and comply with the relevant provisions of the laws, administrative regulations and the Company's Articles of Association.

Shareholders that independently or collectively hold 3% or more of the shares in the Company may make a temporary resolution and submit it to the convener(s) in written form ten days prior to the convening of the general meeting. The convener(s) shall deliver a supplementary notice of the general meeting to announce the content of the temporary resolution within two days upon receipt of the resolution.

Except as provided in the preceding paragraph, after delivering a notice of general meeting, the convener(s) may not make any amendments to the resolutions included in the notice or add any new resolutions. Where the election of Directors or Supervisors is proposed to be discussed at a general meeting, the detailed information about the candidates for Directors or Supervisors shall be sufficiently disclosed in the notice of the general meeting, which shall at least include the following:

- (i) Personal information regarding educational background, working experience and concurrent positions;
- (ii) Whether he/she has any connected relationship with the Company or its controlling shareholders or beneficial controllers;
- (iii) The number of shares held in the Company to be disclosed; and
- (iv) Whether he/she has been punished by the CSRC and other relevant authorities and penalised by the stock exchange.

A single resolution shall be made for each candidate for a Director or a Supervisor, except for Directors or Supervisors elected by way of cumulative voting system.

(3) *Enquiries to the Board*

Shareholders may send their enquires to the secretary to the Board at the registered address of the Company for the attention of the Board. The contact details are set out in the "Company Profile" section of the annual report. Questions about the procedures for convening or putting forward resolutions at an annual general meeting or extraordinary general meeting may also be put forward to the secretary to the Board in the same manner.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 14、股東權益(續)

(2) 於股東大會提呈提案的內容

提案應當屬股東大會職權範圍，有明確議題和具體決議事項，並且符合法律、行政法規和公司章程的有關規定。

單獨或者合計持有公司3%以上股份的股東，可以在股東大會召開10日前提出臨時提案並書面提交召集人。召集人應當在收到提案後2日內發出股東大會補充通知，公告臨時提案的內容。

除前款規定外，召集人在發出股東大會通知後，不得修改股東大會通知中已列明的提案或增加新的提案。股東大會擬討論董事、監事選舉事項的，股東大會通知中應當充份披露董事、監事候選人的詳細資料，至少包括以下內容：

- (i) 教育背景、工作經歷、兼職等個人情況；
- (ii) 與公司或其控股股東及實際控制人是否存在關聯關係；
- (iii) 披露持有公司股份數量；及
- (iv) 是否受過中國證監會及其他有關部門的處罰和證券交易所懲戒。

除採取累積投票制選舉董事、監事外，每位董事、監事候選人應當以單項提案提出。

(3) 向董事會提出查詢

股東可將其查詢寄送本公司註冊地址予董事會秘書，要求董事會做出關注。聯絡資料載於年報內「公司簡介」一節。倘對召集股東週年大會或臨時股東大會，或於會上提呈提案的程序有任何疑問，亦可透過相同方式向董事會秘書提出。

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 15. During the Reporting Period, there were material changes in the documents of constitutional nature of the Company

- (1) Due to a change in the Company's registered capital and in accordance with the "Trial Administrative Measures for Overseas Securities Offering and Listing by Domestic Companies" newly implemented and the "Rules for Independent Directors of Listed Companies" newly amended by the CSRC, the "Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (August 2023 Revision)" and "Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Regulated Operation (August 2023 Revision)" newly amended by the Shanghai Stock Exchange, and the "Proposals to Expand the Paperless Listing Regime and Other Rule Amendments" issued by the Stock Exchange, the Company passed a special resolution at the Company's annual general meeting on 27 June 2024 to amend the "Articles of Association" of the Company. For the details of these amendments to the "Articles of Association" of the Company, please refer to the Company's announcement dated 28 May 2024, and its circular dated 28 May 2024.

- (2) In accordance with the "Company Law of the People's Republic of China" implemented on 1 July 2024 and taking into account the actual circumstances of the Company, the Company made amendments to the "Articles of Association" of the Company. The revised "Articles of Association" still need to be submitted to a general meeting of the Company for consideration. For the details of these amendments to the "Articles of Association" of the Company, please refer to the Company's announcement dated 30 October 2024, and its circular dated 3 April 2025 containing, among others, the details of the proposed amendments to the "Articles of Association" for the proposed convening of the general meeting to consider the relevant resolution.

##### 16. Risk Management and Internal Control

The Board, through the assistance of the audit committee, has conducted an annual review of the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls. The Board is satisfied that such systems are effective and appropriate actions have been taken.

The process used by the Company to identify, evaluate and manage significant risks is summarized as follows:

- (1) Risk identification: identify risks that may pose a potential impact on the Group's business and operations through the audit committee, the management and the internal control department;
- (2) Risk evaluation: evaluate the identified risks based on the likelihood of the occurrence and impact level of the risk;
- (3) Response to risk: according to the evaluation results on the magnitude of the risk, risk management strategies are determined by the internal control department, and through appropriate mechanisms of the Company to ensure the effective implementation of internal control procedures to prevent and reduce the risks.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 15、報告期內本公司章程性質文件發生重大變動的情況

- (1) 因公司註冊資本變動、中國證監會新施行的《境內企業境外發行證券和上市管理試行辦法》及新修訂的《上市公司獨立董事規則》和上海證券交易所新修訂的《上海證券交易所股票上市規則(2023年8月修訂)》及《上海證券交易所上市公司自律監管指引第1號—規範運作(2023年8月修訂)》，以及聯交所《有關建議擴大無紙化上市機制及其他<上市規則>修訂》，本公司於2024年6月27日的股東週年大會通過特別決議案修訂公司章程。有關公司章程的本次變動具體內容詳見公司日期為2024年5月28日的公告及2024年5月28日的通函。

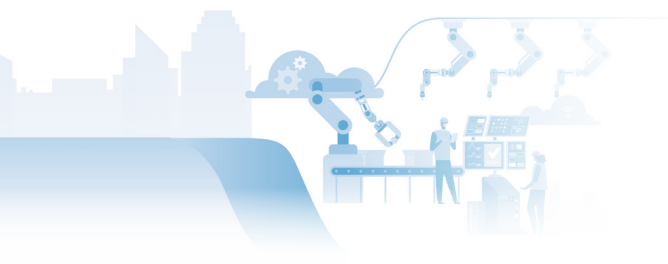
- (2) 公司依據2024年7月1日實施的《中華人民共和國公司法》並結合公司實際情況，對公司章程進行修訂。本次修訂後的公司章程尚需提交公司股東大會審議。有關公司章程的本次變動具體情況詳見公司日期為2024年10月30日的公告及2025年4月3日的通函當中載有(其中包括)建議修訂《公司章程》詳情之通函提呈召開股東大會以審議相關議案。

##### 16. 風險管理及內部監控

董事會在審計委員會之協助下，已就本集團的風險管理及內部監控系統之成效進行年度檢討，檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。董事會確信，該等制度均為有效並已採取適當之行動。

公司用於辨認、評估及管理重大風險的程序簡介如下：

- (1) 風險識別：透過審計委員會、管理層、識別可能對本集團業務及營運構成潛在影響的風險；
- (2) 風險評估：根據風險發生之可能性及影響程度評估已識別之風險；
- (3) 風險應對：根據風險之大小評估結果，由內控部釐定風險管理策略，並透過公司有關機制保障內部監控程序的有效執行，以防止和降低風險。



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 16. Risk Management and Internal Control (Continued)

The main features of the Group's risk management and internal control systems are the focus on establishment of a sound internal control environment, continuous improvement in risks evaluation, activities control, information and communication, and continuous enhancement and improvement of internal supervision so as to enhance the Company's operating efficiency and ensure the reliability of financial reporting and effective compliance with applicable laws and regulations, in order to avoid any financial losses as a result of fraud.

The Board of the Company is responsible for the risk management and internal control systems and reviewing their effectiveness. However, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The internal control department of the Group reviews the effectiveness of the risk management and internal control systems by reviewing the annual internal control audit plan approved by the audit committee, it identifies internal control defects through periodic audits and special audits. With the recommendation in the audit proposal and its status of implementation, the department keeps track of and resolves serious internal control defects.

In relation to the handling and dissemination of inside information in accordance with the Listing Rules and the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the Group has adopted measures including raising awareness of confidentiality of inside information in the Group, issuing notices regarding "black-out" period and restrictions on dealings to Directors and employees on a regular basis to ensure compliance when handling and disclosing inside information.

According to the relevant laws and regulations, combined with the internal control system and evaluation methods of the Company, in respect of the routine supervision and special supervision over the internal control, we have evaluated the effectiveness and adequacy of the internal control of the Company from 1 January 2024 to 31 December 2024.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 16. 風險管理及內部監控(續)

本集團風險管理及內部監控系統主要特點是著重在建立良性的內控環境，風險評估、控制活動、信息與溝通，以及內部監督上不斷提升和進步，從而促使公司經營效率的提高，盡力保障財務報告的可靠性以及有效遵守須適用的法律和條例，盡力避免公司財產免受舞弊行為帶來的損失。

本集團董事會對風險管理及內部監控系統負責，有責任檢討其有效性。然而內控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理但非絕對的保證。

本集團內控部在通過審閱由審計委員會批准的年度內部控制審計計劃以檢討風險管理及內部監控系統的有效性，通過常規審計和專項審計識別內部監控的不足，並通過審計建議書及其落實情況而跟蹤解決嚴重的內部監控不足問題。

根據上市規則及證券及期貨條例(香港法例第571章)處理及發佈內幕消息而言，本集團已採取包括提高本集團內幕消息的保密意識，定期向董事和僱員發送禁售期和證券交易限制的通知等措施，保證合規處理發佈內幕消息。

公司根據相關法律法規並結合公司內部控制制度和評價辦法，在內部控制日常監督和專項監督上，我們對公司2024年1月1日至2024年12月31日的內部控制有效性和足夠性進行了評價。



## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 17. Dividend Policy

The basic principles of the profit distribution policy of the Company: The Company shall take full account of return to investors and distribute dividend to its shareholders each year in the prescribed proportion of the distributable profit realized in the year concerned (from the consolidated financial statements). The profit distribution policy of the Company maintains continuity and stability, and takes into account the long-term interest of the Company, the entire interest of all its shareholders and the sustainable development of the Company. The Company shall give priority to dividend distribution in cash.

The manner of profit distribution: The Company may distribute dividends in cash, in shares, in a combination of both cash and shares. Subject to conditions, the Company may propose interim profit distribution.

Specific conditions and proportions of cash dividend of the Company:

Upon satisfying all below conditions regarding cash dividend, the dividend distributed by the Company in cash each year shall be no less than 5% of the distributable profits (as stated in the consolidated financial statements) realized in the year. The accumulated dividend distributed by the Company in cash in the past three years shall be no less than 30% of the average annual distributable profits (from the consolidated financial statements) realized in the past three years:

- (1) if the distributable net profits realized by the Company in the year concerned (i.e. net profit of the Company net of loss recovery and allocation of its profits to the statutory reserve) are positive with adequate liquidity, the Company may distribute dividend in cash provided that it shall not undermine the subsequent ongoing operation of the Company;
- (2) if the accumulated distributable profits of the parent company are positive;
- (3) auditors had issued an audit report with standard unqualified opinion for the financial statements of the Company for that year;
- (4) no special circumstances have occurred to the Company (excluding financing projects);

The aforementioned "special circumstances" refer to material investment plans or significant cash expenditures (excluding financing projects) with accumulated expenditure made by the Company within the following 12 months amounting to or exceeding 25% of the latest audited net assets of the Company; "material investment plans" or "significant capital expenditures" include external investment, external repayment of debts or material asset acquisitions.

- (5) there is no situation in which the principal and interest of the bond cannot be repaid on time or the principal and interest of the matured bond cannot be repaid on time.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 17. 股息政策

公司利潤分配政策的基本原則：公司充分考慮對投資者的回報，每年按當年實現的可供分配利潤(合併報表)的規定比例向股東分配股利。公司的利潤分配政策保持連續性和穩定性，同時兼顧公司的長遠利益、全體股東的整體利益及公司的可持續發展。公司優先採用現金分紅的利潤分配方式。

利潤分配的形式：公司採用現金、股票或現金與股票相结合的方式分配股利。在有條件的情況下，公司可以進行中期利潤分配。

公司現金分紅的具體條件和比例：

在全部滿足下列現金分紅的條件時，公司每年以現金方式分配的利潤不少於當年實現的可供分配利潤(合併報表)的5%，最近三年以現金方式累計分配的利潤不少於最近三年實現的年均可供分配利潤(合併報表)的30%：

- (1) 公司該年度實現的可供分配的淨利潤(即公司彌補虧損、提取公積金後剩餘的淨利潤)為正值，且現金流充裕，實施現金分紅不會影響公司後續持續經營；
- (2) 母公司累計可供分配的利潤為正值；
- (3) 審計機構對公司的該年度財務報告出具標準無保留意見的審計報告；
- (4) 公司無特殊情況發生(募集資金項目除外)；

前款所述「特殊情況」是指公司未來十二個月內重大投資計劃或重大資金支出(募集資金投資項目除外)的累計支出額達到或者超過公司最近一期經審計淨資產的25%；「重大投資計劃」或「重大資金支出」包括對外投資、對外償付債務或重大資產收購等。

- (5) 不存在不能按期償付債券本息或者到期不能按期償付債券本息的情形。





## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 17. Dividends Policy (Continued)

Specific conditions for distributing dividends in shares by the Company

Where the Company's business is sound, and the Company's share price valuation is within a reasonable range, under the condition that the minimum cash dividend ratio and the reasonableness of the size of the Company's share capital could be ensured, dividends in shares can be used for profit distribution according to the status of the provident fund and cash flow.

##### 18. Nomination Policy

According to the nomination policy of the Company (the "Nomination Policy"), the nomination committee shall consider the following criteria in evaluating and selecting candidates for directorship:

Character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; willingness to devote adequate time to discharge duties as a member of the Board;

Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board; requirement for the Board to have independent Directors in accordance with the Listing Rules applicable to the Company and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; other views that are appropriate to the Company's business or as suggested by the Board.

The procedure of nomination by the nomination committee is summarised as follows:

- The nomination committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board periodically and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- When it is necessary to fill a casual vacancy or appoint an additional Director, the nomination committee identifies or selects candidates as recommended to the committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out above;
- If the process yields one or more desirable candidates, the nomination committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- The nomination committee makes recommendation to the Board including the terms and conditions of the appointment;

The Board considers and decides on the appointment based upon the recommendation of the nomination committee; The procedure of re-appointment of Director at the general meeting is summarised as follows:

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 17. 股息政策(續)

公司發放股票股利的具體條件

公司在經營情況良好，且公司股票估值處於合理範圍內，可以根據公積金及現金流狀況，在保證最低現金分紅比例和公司股本規模合理的前提下，採用股票股利方式進行利潤分配。

##### 18. 提名政策

根據公司的提名政策(「提名政策」)，提名委員會在評估及甄選董事候選人時應考慮以下準則：

品格和誠信；資格，包括與本公司業務和公司戰略相關的專業資格，技能，知識和經驗；作為董事會成員，願意投入足夠的時間履行職責；

董事會多元化政策以及為實現董事會多元化而採取的任何可計量的目標；要求董事會根據適用於本公司的上市規則設立獨立董事，以及參考上市規則載列獨立指引以考慮候選人是否被視為獨立董事；適用於本公司業務或董事會建議的其他觀點。

提名委員會提名的程序概述如下：

- 提名委員會定期檢討董事會的架構，規模及組成(包括技能，知識及經驗)，並就董事會的任何建議變更提出建議，以配合本公司的企業策略；
- 當需要填補臨時空缺或委任額外董事時，提名委員會根據以上的準則，在有或沒有外部機構或本公司協助的情況下，識別或選擇已推薦給委員會的候選人；
- 如果該流程產生一個或多個理想的候選人，提名委員會應根據本公司的需要及每個候選人的參考檢查(如適用)按優先級對其進行排名；
- 提名委員會向董事會提出建議，包括委任的條款及條件；

董事會根據提名委員會的建議審議並決定任命；在股東大會上重新委任董事程序概述如下：

## Section 5 Corporate Governance

### 第五節 公司治理



#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 18. Nomination Policy (Continued)

In accordance with the Company's "Articles of Association", every Director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election at the general meetings; the nomination committee shall review the overall contribution and service to the Company of the retiring Director. The nomination committee shall also review the expertise and professional qualifications of the retiring Director, who offered himself/herself for re-appointment at the general meetings, to determine whether such Director continues to meet the criteria as set out above; based on the review made by nomination committee, the Board shall make recommendations to Shareholders on candidates standing for re-appointment at the general meeting of the Company, and provide the biographical information of the retiring Director in accordance with the Listing Rules to enable Shareholders to make an informed decision on the reappointment of such candidates at annual general meetings of the Company. The Board will from time to time review the nomination policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

##### 19. Board Diversity Policy

In order to improve the efficiency of the Board and corporate governance, the Company recognises the diversification at the Board level as an important element in maintaining competitive advantage. The diversity of the Board of the Company is beneficial to enhancing the performance of the Company. According to the Board Diversity Policy of the Company (the "Diversity Policy"), the selection of candidates for the Board will be based on a range of diversity areas, including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversity of members of the Board when considering the candidates.

The Board conducts an annual review of the Diversity Policy. The Board will consider setting measurable objectives when implementing the Diversity Policy and review such objectives from time to time to ensure its appropriateness and ascertain the progress made towards achieving those objectives. Current Board members have varied educational backgrounds and expertise, diverse perspectives and competencies in areas which are relevant and valuable to the Group, including accounting, economics, strategic planning, business development and management. As of the end of the Reporting Period, the ratio of male employees to female employees (including senior management officers) was approximately 6:1. The Company will continue to support measures that promote employee diversity and increase the number of potential gender-diverse Director successors in recruitment and selection in the future.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 18. 提名政策(續)

根據本公司的章程，每名董事任期三年，董事任期屆滿，並有資格於股東大會上膺選連任；提名委員會應審閱退任董事對本公司的整體貢獻及服務。提名委員會亦須檢討退任董事的專業知識及專業資格，並在股東大會上膺選連任，以確定該董事是否繼續符合以上的準則；根據提名委員會的審閱，董事會應就本公司股東大會上重新委任的候選人向股東提出建議，並根據上市規則的規定，提供退任董事的履歷數據，使股東能夠在本公司股東週年大會上就重新委任候選人作出知情決定。董事會將不時檢討及監察提名政策之實施，以確保政策行之有效並遵照監管規定及良好企業管治實務。

##### 19. 董事會多元化政策

為提升董事會的效及企業管治，本公司視於董事會層面的多元化為維持競爭優勢的重要元素。本公司董事會成員多元化將對提升本公司的表現益處良多。根據本公司董事會成員多元化政策（「多元化政策」），甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。

董事會每年檢討多元化政策。董事會將考慮制定可計量目標，以實行多元化政策，並不時審閱該等目標，確保其合適度及確定達成該等目標的進度。現時董事會成員有不同教育背景和專業知識，具備多元視野及於本集團相關及關鍵領域具有相應的能力，包括會計、經濟、戰略規劃、業務發展及管理。截止報告期末，公司男性員工與女性員工（包括高級管理人員）的比例約為6:1。公司未來將在招聘、選拔等環節，繼續支持員工多元化的措施，增加潛在性別多元化董事繼承人數量。



## Section 5 Corporate Governance

### 第五節 公司治理

#### XVI. Others (Continued)

##### 2024 Corporate Governance Report (Continued)

##### Directors and Composition of the Board (Continued)

##### 20. Shareholders' Communication Policy

With a view to safeguarding the fundamental interests of the Shareholders, the Company has formulated its shareholders' communication policy and established a multi-dimensional communication mechanism. Through channels such as annual general meetings, electronic interactive platforms, results presentation meetings, "SSE e Interview", Company mailbox and written feedback, the Company ensures that the Shareholders can fully express their views on matters relating to the Company's strategy, governance and operation. In the implementation of the policy, a systematic process for the collection of opinions has been adopted. Through regular communication with the Shareholders, convening special meetings for the management, optimizing the mechanism for tracking the implementation of supervisory suggestions, the Company has formed a closed-loop management system based on "collection-analysis-improvement-feedback", thus ensuring that the Company receives and takes into account the Shareholders' opinions and implements the relevant opinions and suggestions in a timely manner.

During the year, the Company conducted a comprehensive assessment of the effectiveness of its policy. Taking into account feedback from the Shareholders, management reports and professional opinions, the Company focused on the efficiency of information dissemination, the quality of response to requests and the effectiveness of governance enhancement. After careful examination, the Company concluded that the current framework worked well in enhancing transparency in decision-making and promoting Shareholders' trust and was in line with international governance standards and regulatory requirements. The Company will continue to optimize the framework based on Shareholders' expectations and regulatory guidance to ensure that the effectiveness of the communication mechanism can stand the test of practice.

During the Reporting Period, no Shareholder raised any objection to the communication policy. Accordingly, the Board is satisfied with the implementation and effectiveness of the Company's communication with the Shareholders during the Reporting Period.

#### 十六、其他(續)

##### 2024年度企業管治報告(續)

##### 董事及董事會組成(續)

##### 20. 股東通訊政策

本公司股東通訊政策以維護股東根本權益為導向，構建了多維度溝通機制。通過年度股東大會、電子交互平台、業績說明會、上證e互動、公司郵箱及書面反饋等渠道，保障股東可就公司戰略、治理及運營事項充分表達意見。政策實施中，採取系統性意見收集流程，通過定期與股東進行溝通、組織管理層專項交流會議，優化監督建議跟蹤落實機制等措施，形成「徵集—分析—改進—反饋」的閉環管理，確保本公司及時收到並考量股東的意見，並及時落實相關意見建議。

本年內，本公司對政策有效性開展全面評估，綜合股東反饋、管理層報告及專業機構意見，重點考量信息傳遞效率、訴求響應質量及治理提升成效。經審慎研究，認定現行框架在增強決策透明度、促進股東信任方面運作良好，符合國際治理準則及監管要求。相關優化方向將基於股東期待與監管導向持續完善，確保溝通機制的有效性經得起實踐檢驗。

報告期內，未有股東對相關通訊政策提出異議的情況。因此，董事會對本公司於報告期內進行的與股東通訊的活動之實施情況及成效表示滿意。

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任



#### I. Environmental Information

#### 一、環境信息情況

Whether relevant mechanisms of environmental protection are established  
是否建立環境保護相關機制

Funds for environmental protection invested during the Reporting Period (unit: RMB'0,000)  
報告期內投入環保資金(單位：人民幣萬元)

Yes  
是  
263.36

#### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities

☒ Applicable ☐ Not Applicable

#### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明

☒ 適用 ☐ 不適用

##### 1. Information on emission of pollutants

☒ Applicable ☐ Not Applicable

##### 1、排污信息

☒ 適用 ☐ 不適用

##### 1. Information of wastewater emission

Tianjin Tianhai High Pressure Container Co., Ltd. has 2 comprehensive wastewater discharge ports, the wastewater is discharged into the urban sewage pipe network after sedimentation and discharged after being treated by the sewage treatment plant in the Tianjin Port Free Trade Zone. Pollution factors include PH value, suspended solids, chemical oxygen demand, petroleum, biochemical oxygen demand, ammonia nitrogen.

In 2024, the wastewater underwent sampling and monitoring by Tianjin Guona Product Testing Technology Service Co., Ltd. (first half of the year) and Tianjin Hongyuan Testing Technology Co., Ltd. (second half of the year), and the results were in compliance with Tianjin Province "Overall Sewage Emission Standard" DB12/356-2018 (Level 3), and all reached the emission standard.

##### 1、廢水排放情況

天津天海高壓容器有限責任公司2個綜合廢水排放口，廢水沉澱後進入城市污水管網，經天津港保稅區污水處理廠處理後外排。污染因子有PH值、懸浮物、化學需氧量、石油類、生化需氧量、氨氮。

2024年，廢水經天津國納產品檢測技術服務有限公司(上半年)、天津市宏源檢測技術有限公司採樣檢測(下半年)，結果均符合天津市《污水綜合排放標準》DB12/356-2018(三級)，全年達標排放。

**Table 1-1 Statistical table of emission concentration of water pollutants**

**表1-1水污染物排放濃度統計表**

Unit: mg/L  
單位：毫克/升

Pollutants 污染物		Standard limit 標準限值	Emission concentration monitoring data (annual average) 排放濃度監測數據(年平均)	Emission pattern 排放規律	Emission flow 排放去向
			2024 2024年		
Regular pollutants 常規污染物	PH value PH值	6~9	7.4	Stable and continuous disposal 穩定連續排放	Sewage treatment plant in the Tianjin Port Free Trade Zone 天津港保稅區污水處理廠
	chemical oxygen demand 化學需氧量	500	73		
	ammonia nitrogen 氨氮	45	5.2		
	suspended solids 懸浮物	400	27.5		
	total nitrogen 總氮	70	10.2		
	total phosphorous 總磷	8	0.61		
	petroleum 石油類	15	0.46		
Characteristic pollutants 特徵污染物					



Section 6   Environmental and Social Responsibility

第六節   環境與社會責任

- I.   Environmental Information (Continued)
- (i)   Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)
1.   Information on emission of pollutants (Continued)
1.   Information of wastewater emission (Continued)
- Table 1-2 Statistics of total emission volume of water pollutants

Pollutants 污染物		Data source 數據來源	2024 2024年 Production volume 產生量	Disposal volume 排放量
Total disposal volume of wastewater 廢水總排放量		Statistical method 係數折算	118650	118650
Regular pollutants 常規污染物	chemical oxygen demand 化學需氧量	Third-party testing 委託檢測	8.66	8.66
	ammonia nitrogen 氨氮	Third-party testing 委託檢測	0.618	0.618
	suspended solids 懸浮物	Third-party testing 委託檢測	3.26	3.26
	total nitrogen 總氮	Third-party testing 委託檢測	1.21	1.21
	total phosphorous 總磷	Third-party testing 委託檢測	0.073	0.073
	petroleum 石油類	Third-party testing 委託檢測	0.054	0.054
Characteristic pollutants 特徵污染物				

2.   Information of exhaust gas emission
- Tianjin Tianhai High Pressure Container Co., Ltd. has 9 exhaust gas ports in total, of which there are 2 spray paint exhaust gas ports, 1 manual touch-up exhaust gas port, 2 heat treatment furnace exhaust gas ports, 2 spinning machines exhaust gas ports, 1 spraying solidification exhaust gas port and 1 wrapped-up solidification exhaust gas port. Exhaust gas pollution factors are smoke and dust, blackness of flue gas, sulfur dioxide, nitrogen oxides, benzene, toluene, xylene and VOCs. The total discharge volume of sulfur dioxide, nitrogen oxides and particulates are 0.747 tons, 11.223 tons and 0.659 tons, respectively.

In 2024, the exhaust gas underwent sampling and monitoring by Tianjin Guona Product Testing Technology Service Co., Ltd. and Tianjin Hongyuan Testing Technology Co., Ltd., and the results were in compliance with "Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) and "Volatile Organic Compound Emission Control Standards for Industrial Enterprises" (DB12/524-2020), and all reached the emission standard.

- 一、環境信息情況(續)
- (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)
- 1、   排污信息(續)
- 1、   廢水排放情況(續)
- 表 1-2 水污染物排放總量統計

Unit: ton  
單位：噸

- 2、   廢氣排放情況
- 天津天海高壓容器有限責任公司共有廢氣排放口9個，其中噴漆廢氣排放口2個，手工補漆廢氣排放口1個，熱處理爐廢氣排放口2個，旋壓機廢氣排放口2個，噴粉固化廢氣排放口1個，纏繞固化廢氣排放口1個。廢氣排放污染因子有煙塵、煙氣黑度、二氧化硫、氮氧化物、苯、甲苯、二甲苯、VOCs。二氧化硫、氮氧化物和顆粒物核定的排放總量分別為0.747、11.223噸和0.659噸。

2024年，廢氣經天津國納產品檢測技術服務有限公司、天津市宏源檢測技術有限公司採樣檢測，結果均符合《工業爐窯大氣污染物排放標準》(DB12/556—2015)和《工業企業揮發性有機物排放控制標準》(DB12/524—2020)要求，全年達標排放。



## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任



#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)
  2. Information of exhaust gas emission (Continued)
- Table 2-1 Statistical table of emission concentration monitoring of air pollutants

Pollutants 污染物	Maximum allowable emission concentration (mg/m <sup>3</sup> ) 最高允許排放濃度 (mg/m <sup>3</sup> )	Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2024 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2024年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Actual emission rate (kg/h) 實際排放速率 (kg/h)
Natural gas combustion exhaust gas port 天然氣燃燒廢氣排放口				
Regular pollutants 常規污染物				
sulfur dioxide 二氧化硫	50	2.3	Nil 無	0.006
nitrogen oxides 氮氧化物	150	8.76	Nil 無	0.026
particulates 顆粒物	20	0.85	Nil 無	0.125

Table 2-2 Statistical table of emission concentration monitoring of air pollutants

表2-2大氣污染物監測濃度統計表

Pollutants 污染物	Maximum allowable emission concentration (mg/m <sup>3</sup> ) 最高允許排放濃度 (mg/m <sup>3</sup> )	Annual average of emission concentration monitoring data (mg/m <sup>3</sup> ) 2024 排放濃度監測數據年平均 值 (mg/m <sup>3</sup> ) 2024年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Annual average of emission concentration monitoring data (kg/h) 排放速率監測數據年平均 值 (kg/h)
Spray paint exhaust gas port 噴漆工藝廢氣排放口				
Characteristic pollutants 特徵污染物				
benzene 苯	1	0.0086	0.2	0.0002
sum of toluene and xylene 甲苯和二甲苯合計	20	0.43	0.6	0.008
volatile organic compounds 揮發性有機物	50	5.36	1.5	0.132



I. Environmental Information (Continued)

(i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)

2. Information of exhaust gas emission (Continued)

Table 2-3 Statistical table of total emission volume of air pollutants

Emission volume of natural gas combustion  
天然氣燃燒廢氣排放量  
Emission volume of spray paint and winding exhaust gas  
噴塗、纏繞工藝廢氣排放量  
Pollutants  
污染物

Regular pollutants  
常規污染物

sulfur dioxide  
二氧化硫  
nitrogen oxides  
氮氧化物  
particulates  
顆粒物  
benzene  
苯  
sum of toluene and xylene  
甲苯和二甲苯合計  
VOCS  
VOCS

164,919,031m<sup>3</sup>  
16491.9031萬立方米  
269,007,265m<sup>3</sup>  
26900.7265萬立方米  
Data source  
數據來源

Third-party testing  
委託檢測  
Third-party testing  
委託檢測  
Third-party testing  
委託檢測  
Third-party testing  
委託檢測  
Third-party testing  
委託檢測  
Third-party testing  
委託檢測

2024  
2024年  
  
Emission volume (tons)  
排放量(噸)

0.421  
1.623  
0.18  
0.003  
0.123  
1.242

3. Emission control on hazardous waste

Hazardous waste generated by the Company during the production process shall be transferred to Tianjin Binhai Hejia Veolia Environmental Services Co., Ltd., a qualified hazardous waste disposal unit for disposal in accordance with the regulations.

3. 危險廢物排放控制

公司在生產過程中產生的危險廢棄物，按照規定交由有資質的危險廢物處置單位——天津濱海合佳威立雅環境服務有限公司進行處置。

Table 3 Statistical table of the generation and disposal of hazardous waste

表3危險廢物產生及處置情況統計表

Unit: tons/year  
單位：噸/年

No. 序號	Waste category 廢物類別	Major harmful substance(s) 主要有害成分	Form (solid, liquid, gas) 形態 (固、液、氣)	Source of generation 產生來源	Generation volume per year (disposal volume) 2024 年產生量(處置量) 2024年	Disposal method 處置方式
					2024	
1	HW08	Oil 油	Liquid 液	Disposable after use 使用後廢棄	0.34	Third-party disposal 委託處置
2	HW12	Water base paint, paint residue, powder 水性漆、漆渣、粉末	Liquid, solid 液、固	Disposable after paint usage 噴漆使用後廢棄	11.21	
3	HW13	Resin 樹脂	Solid 固	Wrapping wire 纏繞線	5.58	Third-party disposal 委託處置
4	HW49	Waste activated carbon, waste filter wool, waste glass fiber, waste paint drums 廢活性炭、廢過濾棉、廢玻璃纖維、廢油漆桶	Solid 固	Disposable after use 使用後廢棄	2.987	
Total 合計					20.117	

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任



#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

###### 1. Information on emission of pollutants (Continued)

###### 4. Emission control on general industrial solid waste

General industrial solid wastes generated during the production process, such as tube head and scrap iron, shall be acquired by Tianjin Qingjiangqiang Maoyi Company.

**Table 4 Emission and disposal of general industrial solid waste**

Year 年份	Name of solid waste 固廢名稱	Generation volume 產生量	Comprehensive utilization 綜合利用量	Disposal volume 處置量	Storage volume 貯存量	Emission volume 排放量	Emission flow 排放去向
2024	Short tube head 短管頭	47.625	47.625	0	0	0	Recycled for utilization 回收利用
	Small pot head 小窩頭	151.88	151.88	0	0	0	Recycled for utilization 回收利用
	Oxide 氧化皮	290.15	290.15	0	0	0	Recycled for utilization 回收利用
	Steel ring 鋼圈	155.08	155.08	0	0	0	Recycled for utilization 回收利用
	Steel cuttings 鋼屑	212.13	212.13	0	0	0	Recycled for utilization 回收利用
	Steel scrap bottle 廢鋼瓶	5.8	5.8	0	0	0	Recycled for utilization 回收利用
	Total (tons) 合計(噸)	862.665					

###### 5. Emission control on noise pollution

**Table 5 Emission and disposal of noise pollution**

Year 年份	Measurement location 測點位置	Corresponding noise source 對應噪聲源	Noise source properties 噪聲源性質	Daytime noise emissions (6:00—22:00)/dB(A) 晝間噪聲排放 (6時—22時)/dB(A)		Nighttime noise emissions (22:00—6:00)/dB(A) 夜間噪聲排放 (22時—6時)/dB(A)	
				Emission limit 排放限值	Result 結果值	Emission limit 排放限值	Result 結果值
2024	Area around the plant 廠區週邊	Production equipment 生產設備	Mechanical noise 機械性噪聲	57	61	—	—

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

###### 1、 排污信息(續)

4、 一般工業固體廢物排放控制  
生產過程中產生的管頭、鐵屑等一般工業固體廢物，由天津清江強貿易有限公司收購。

**表4一般工業固體廢物排放及處置情況**

Unit: tons/year  
單位：噸/年

###### 5、 噪聲污染排放控制情況 表5噪聲污染排放及處置情況

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任

#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

##### 2. Construction and operation of pollution prevention & treatment facilities

☒ Applicable ☐ Not Applicable

Tianjin Tianhai High Pressure Container Co., Ltd. installed facilities for prevention and control of pollution in sewage node on each production facilities; exhaust gas ports which produce volatile organic compounds adopted regeneration processes such as dry filtration, activated carbon absorption, catalytic combustion and desorption, respectively. It also adopted secondary de-dusting in shot blasting process. Facilities for prevention and control of pollution are operating normally and effectively.

##### 3. Environmental impact assessment of construction project and other administrative licenses regarding environmental protection

☐ Applicable ☒ Not applicable

##### 4. Environmental emergency response plan

☒ Applicable ☐ Not applicable

In order to deal with unexpected environmental risk accidents, the Company has established a sound emergency response mechanism for unexpected environmental pollution accidents to handle unexpected environmental pollution accident occurred in the Company in a timely, high efficiency and proper manner. In accordance with the relevant requirements of the Environmental Protection Bureau of Tianjin Province and the bonded area, the Company carried out work based on the "Emergency Plans for Unexpected Environmental Pollution Accidents of Tianjin Tianhai Company" in 2024.

##### 5. Environmental self-monitoring scheme

☒ Applicable ☐ Not applicable

In 2024, Tianjin Tianhai High Pressure Container Co., Ltd. entrusted Tianjin Guona Product Testing Technology Service Co., Ltd. and Tianjin Hongyuan Testing Technology Co., Ltd. to test the discharge port in accordance with the requirements of the monitoring plan. The test results all met the requirement of the standard. (See Table 1-1, Table 2-2, Table 5).

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

##### 2、防治污染設施的建設和運行情況

☒ 適用 ☐ 不適用

天津天海高壓容器有限責任公司對各個生產設施排污節點設有污染防治設施，產生揮發性有機物廢氣排口，採用干式過濾+活性炭吸附+催化燃燒脫附再生處理工藝，拋丸工序採用二次除塵，防治污染設施運行正常有效。

##### 3、建設項目環境影響評價及其他環境保護行政許可情況

☐ 適用 ☒ 不適用

##### 4、突發環境事件應急預案

☒ 適用 ☐ 不適用

為應對可能突發的環境風險事故，公司建立健全突發環境污染事故應急機制，以便及時、高效、妥善的處理公司內發生的突發性環境污染事故，按照天津市、保稅區環保局相關要求，2024年按照《天津天海公司突發環境污染事件應急預案》開展工作。

##### 5、環境自行監測方案

☒ 適用 ☐ 不適用

2024年，天津天海高壓容器有限責任公司委託天津國納產品檢測技術服務有限公司、天津市宏源檢測技術有限公司，按監測方案要求對污染物排放口進行檢測，檢測結果均符合標準要求(見表1-1、表2-2、表5)。

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任



#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

##### 5. Environmental self-monitoring scheme (Continued)

##### 1. Implementation standard and limit of emission of water pollutants

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

##### 5、環境自行監測方案(續)

##### 1、廢水執行排放標準及其限值

Item 項目	Standard of concentration limit 標準濃度限值	Source of standard 標準依據
PH value PH值	6~9	"Overall Sewage Emission Standard" (DB12/356-2018 (level 3) 《污水綜合排放標準》DB12/356—2018三級
Suspended solids 懸浮物	400mg/L	
Chemical oxygen demand 化學需氧量	500mg/L	
Petroleum 石油類	15mg/L	
Biochemical oxygen demand 生化需氧量	300mg/L	
Ammonia nitrogen 氨氮	45mg/L	
Total phosphorous 總磷	8mg/L	
Total nitrogen 總氮	70mg/L	

##### 2. Implementation standard and limit of implementation of discharge of gaseous waste

##### 2、廢氣執行排放標準及其限值

Source of pollution 污染源	Factors of pollution 污染因子	Standard of concentration limit mg/m <sup>3</sup> 標準濃度限值mg/ m <sup>3</sup>	Source of standard 標準來源
Kilns and furnaces 爐窯	sulfur dioxide 二氧化硫	50	"Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) 《工業爐窯大氣污染物排放標準》 DB12/556—2015
	Nitrogen oxides 氮氧化物	300	
	Particulates 顆粒物	20	
	Blackness of flue gas 煙氣黑度	≤1	
	Benzene 苯	1	
Piping 管道	Sum of toluene and xylene 甲苯與二甲苯合計	20	"VOC Emission Control Standards for Industrial Enterprises" (DB12/524-2020) 《工業企業揮發性有機物排放控制標準》DB12/524—2020
	NMHC 非甲烷總烴	40	
	TRVOC	50	
	TRVOC	50	

## Section 6 Environmental and Social Responsibility

### 第六節 環境與社會責任

#### I. Environmental Information (Continued)

##### (i) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

###### 5. Environmental self-monitoring scheme (Continued)

3. *The noise level at the boundaries of the plants complies with class 3 and 4 standards of "Emission standard for industrial enterprises noise at boundary" (GB12348-2008), with 65~70dB (A) during the day and 55dB (A) during the night.*

###### 6. Administrative penalty for environmental problems during the Reporting Period

☐ Applicable ☒ Not Applicable

###### 7. Other disclosable environmental information

☒ Applicable ☐ Not Applicable

In 2024, the Company had no complaints on environmental issues or pollution incidents.

##### (ii) Description on the environment protection of the companies other than those falling under key sewage emission entities

☐ Applicable ☒ Not Applicable

##### (iii) Information on efforts conducive to ecological protection, pollution prevention and control and environmental responsibility fulfillment

☐ Applicable ☒ Not Applicable

##### (iv) Measures adopted for reducing carbon emissions during the Reporting Period and their effects

Whether carbon reduction measures were adopted

是否採取減碳措施

Reduced emission of carbon dioxide equivalent (Unit: tons)

減少排放二氧化碳當量(單位：噸)

Types of carbon reduction measures (e.g. Use clean energy for generating electricity, use carbon reduction technologies in the production process and the research and development of new products which help reduce carbon emission etc.)

減碳措施類型(如使用清潔能源發電、在生產過程中使用減碳技術、研發生產助於減碳的新產品等)

Specific explanation

☐ Applicable ☒ Not Applicable

#### 一、環境信息情況(續)

##### (一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

###### 5、環境自行監測方案(續)

3、廠界噪聲執行GB12348-2008《工業企業廠界噪聲標準》中的3、4類標準，晝間65~70dB(A)，夜間55dB(A)。

###### 6、報告期內因環境問題受到行政處罰的情況

☐ 適用 ☒ 不適用

###### 7、其他應當公開的環境信息

☒ 適用 ☐ 不適用

2024年度，我公司未發生環境問題被投訴、環境污染事件。

##### (二) 重點排污單位之外的公司環保情況說明

☐ 適用 ☒ 不適用

##### (三) 有利於保護生態、防治污染、履行環境責任的相關信息

☐ 適用 ☒ 不適用

##### (四) 在報告期內為減少其碳排放所採取的措施及效果

No

否

Not Applicable

不適用

Not Applicable

不適用

具體說明

☐ 適用 ☒ 不適用

# Section 6 Environmental and Social Responsibility

## 第六節 環境與社會責任



### II. Social responsibility work

#### (i) Whether the social responsibility report, sustainability report or ESG report is disclosed separately

☒ Applicable ☐ Not Applicable

For details of the social responsibility work, please refer to the Company's "2024 Corporate Social Responsibility Report" disclosed on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

The ESG Report will be disclosed on the website of the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) before 30 April 2025. Please pay attention to the announcement of the Company in due course.

#### (ii) Specific situation of social responsibility work

☐ Applicable ☒ Not Applicable

Specific description

☐ Applicable ☒ Not Applicable

### III. Details on Performance of Consolidation of Anti-Poverty Achievements and Rural Rejuvenation

☒ Applicable ☐ Not Applicable

#### Poverty alleviation and rural revitalization project 扶貧及鄉村振興項目

#### Number/content 數量/內容

#### Description 情況說明

Total investment (RMB'0,000)

77.55

The Company actively contributed to poverty alleviation through consumption. The Company's total procurement for poverty alleviation amounted to RMB775,500, including canteen procurement of RMB358,100 and labor unions procurement of RMB417,400.

總投入(人民幣萬元)

公司積極執行消費幫扶工作，全年共採購扶貧產品人民幣77.55萬元，其中食堂採購人民幣35.81萬元，工會採購人民幣41.74萬元。

Including: funds (RMB'0,000)

77.55

其中：資金(人民幣萬元)

Material supplies (equivalent in cash) (RMB'0,000)

物資折款(人民幣萬元)

Number of Beneficiaries (people)

惠及人數(人)

Alleviation form (e.g. poverty alleviation by industry, employment, education etc.)

purchase of poverty alleviation products

幫扶形式(如產業扶貧、就業扶貧、教育扶貧等)

採購幫扶產品

Specific description

☒ Applicable ☐ Not Applicable

具體說明

☒ 適用 ☐ 不適用

The total labor unions procurement for the year amounted to RMB575,160, including RMB417,400 for poverty alleviation.

工會全年總採購人民幣575,160元，其中扶貧產品人民幣417,400元；

The total canteen procurement for the year amounted to RMB1,225,531.92, including RMB358,067 for poverty alleviation.

食堂全年總採購人民幣1,225,531.92元，其中扶貧產品人民幣358,067元。

### 二、社會責任工作情況

#### (一) 是否單獨披露社會責任報告、可持續發展報告或ESG報告

☒ 適用 ☐ 不適用

社會責任工作情況具體詳見公司同日於上海證券交易所網站[www.sse.com.cn](http://www.sse.com.cn)披露的公司《2024年度企業社會責任報告》。

ESG報告公司將於2025年4月30日前於聯交所網站[www.hkex.com.hk](http://www.hkex.com.hk)披露，請及時關注公司公告。

#### (二) 社會責任工作具體情況

☐ 適用 ☒ 不適用

具體說明

☐ 適用 ☒ 不適用

### 三、鞏固拓展脫貧攻堅成果、鄉村振興等工作具體情況

☒ 適用 ☐ 不適用





## Section 7 Report of the Directors

### 第七節 董事會報告

The Board of the Company held a total of 9 meetings during the Reporting Period. Please refer to “V. Relevant information of the Meetings of Board held during the Reporting Period” under “Corporate Governance” in section 5 of this report for details of the meetings and resolutions.

The Board is pleased to present the annual report and audited consolidated financial statements of the Group for the year ended 31 December 2024.

### PRINCIPAL ACTIVITIES

The Company's business scope: General freight; development, design, sales, installation, debugging and repair of cryogenic storage transport vessel, compressor (piston compressor, membrane compressor and nuclear membrane compressor) and accessories, machinery equipment and electrical equipment; technical consulting; technical service; economic trade consulting; goods import and export; technical import and export; and agency for import and export.

### BUSINESS REVIEW

A review of the business of the Company during the year and a discussion on the Company's future business development are provided in the section headed “Business Summary of the Company” of this annual report. Description of possible risks and uncertainties that the Company may be facing can be found in the section headed “Management Discussion and Analysis”. An analysis of the Company's performance during the year using financial key performance indicators is provided in the section headed “Company Profile and Key Financial Indicators” of this annual report. Please refer to Part I and Part II of Section 6 for discussions on the Company's environmental policies and performance, key relationships with its employees, customers, suppliers. The Company's compliance with relevant laws and regulations which have a significant impact on the Company is contained in the section headed “Corporate Governance” of this annual report.

### DIRECTORS AND SUPERVISORS

The Directors and Supervisors in office during the year and up to the date of this report are as follows:

報告期公司董事會共召開9次會議，會議情況及決議內容請見本報告第五節「公司治理」中「五、報告期內召開的董事會有關情況」。

董事會欣然提呈本集團截至2024年12月31日止年度的年報及經審核合併財務報表。

### 主要業務

本公司經營範圍：普通貨運；開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機（活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機）及配件、機械設備、電氣設備；技術諮詢；技術服務；經濟貿易諮詢；貨物進出口；技術進出口；代理進出口。

### 業務回顧

有關本公司本年度業務的回顧及本公司未來業務發展的討論載於本年報「公司業務概要」一節。有關本公司可能面臨的潛在風險及不確定因素載於「管理層討論與分析」一節。本公司採用主要財務表現指標對其本年度表現的分析載於本年報「公司簡介和主要財務指標」一節。另外，有關本公司環境政策及表現、與其僱員、客戶及供應商主要關係的討論詳見第六節第一項及第二項。本公司遵守對其有重大影響的相關法律法規的情況載於本年報「公司治理」一節。

### 董事及監事

於本年度內及截至本報告日期在任董事及監事如下：

		Date of appointment 獲委任的日期
<b>Executive Director</b> Zhang Jiheng	<b>執行董事</b> 張繼恒	26 June 2017 2017年6月26日
<b>Non-executive Director</b> Li Junjie	<b>非執行董事</b> 李俊傑	16 June 2023 2023年6月16日
Wu Yanzhang (resigned on 30 December 2024)	吳燕璋(於2024年12月30日辭任)	9 September 2019 2019年9月9日
Zhou Yongjun	周永軍	16 June 2023 2023年6月16日
Cheng Lei (resigned on 30 December 2024)	成磊(於2024年12月30日辭任)	16 June 2023 2023年6月16日
Man Huiyong	滿會勇	24 February 2022 2022年2月24日
Li Chunzhi	李春枝	26 June 2017 2017年6月26日
<b>Independent non-executive Director</b> Chen Junping	<b>獨立非執行董事</b> 陳均平	27 June 2024 2024年6月27日
Xiong Jianhui (resigned on 27 June 2024)	熊建輝(於2024年6月27日辭任)	9 June 2020 2020年6月9日
Zhao Xuguang	趙旭光	9 June 2020 2020年6月9日
Liu Jingtai	劉景泰	9 June 2020 2020年6月9日
Luan Dalong	樂大龍	9 June 2020 2020年6月9日

## Section 7 Report of the Directors

### 第七節 董事會報告



#### DIRECTORS AND SUPERVISORS (Continued)

#### 董事及監事(續)

		Date of appointment 獲委任的日期
<b>Supervisor</b>	<b>監事</b>	
Tian Dongqiang	田東強	28 October 2020 2020年10月28日
Li Zhe	李哲	26 June 2017 2017年6月26日
Wen Jinhua	文金花	9 June 2020 2020年6月9日
<b>I. Discussion and analysis of the Board concerning the principal operation during the Reporting Period</b>	<b>一、董事會關於報告期內主要經營情況的討論與分析</b>	
For details, please refer to Section 3.	詳見第三節。	
<b>II. Discussion and analysis of the Board concerning the future development of the Company</b>	<b>二、董事會關於公司未來發展的討論與分析</b>	
<b>1. Competition and development trend within the industry</b>	<b>1、行業競爭格局和發展趨勢</b>	
For details, please refer to Part VI of Section 3.	詳見第三節第六項。	
<b>2. Development strategies of the Company</b>	<b>2、公司發展戰略</b>	
For details, please refer to Part VI of Section 3.	詳見第三節第六項。	
<b>3. Operating plans</b>	<b>3、經營計劃</b>	
For details, please refer to Part VI of Section 3.	詳見第三節第六項。	
<b>4. Fund requirement for maintaining existing business and establishing a project company in progress</b>	<b>4、因維持當前業務並完成在建投資項目公司所需的資金需求</b>	
The outstanding project payment can be basically settled with privately-owned funds.	尚未支付的工程款項基本可以使用自有資金予以解決。	
<b>5. Potential risks</b>	<b>5、可能面對的風險</b>	
For details, please refer to Part VI of Section 3.	詳見第三節第六項。	
<b>III. Explanation of the Board on "Non-Standard Auditors' Report" issued by the auditors</b>	<b>三、董事會對會計師事務所「非標準審計報告」的說明</b>	
Not Applicable	不適用	
<b>IV. Profit distribution proposal or plan to convert surplus reserves into share capital</b>	<b>四、利潤分配或資本公積金轉增預案</b>	
For details, please refer to Part X of Section 5.	詳見第五節第十項。	



## Section 7 Report of the Directors

### 第七節 董事會報告

#### V. Financial information

##### 1. Fixed Assets

Movements in fixed assets for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 2. Construction in Progress

Particulars and movements in construction-in-progress for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 3. Investments in Subsidiaries

Particulars of the subsidiaries are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 4. Interest in Associated Company

Particulars of the associated companies are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 5. Other Assets

Particulars of other assets are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 6. Reserves

Movements in reserves for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 7. Bank Loan

Details of bank loans as at 31 December 2024 are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

##### 8. Tax Relief

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings in the Shares.

#### VI. The Company's pension scheme

In accordance with the relevant regulations of the "State Council's Decisions Regarding Reform of Employee Retirement Insurance Scheme", the Company is required to pay the PRC government an amount equivalent to 16% of the total amount of salary as the basic contribution to the Employee Retirement Insurance Scheme. The Company cannot use the contributions. Apart from the said contribution, the Company has no other commitments or liabilities related to pensions.

Beijing Tianhai has established enterprise annuities for its employees for the period from January 2011 to August 2014. The company bore the cleaning fees and housing allowances for employees who retired before December 2010 at the rates of RMB50 and RMB70 to RMB90 per month respectively. There is no corporate burden for employees retiring thereafter.

#### 五、財務信息

##### 1、固定資產

本年度內固定資產之變動情況載列於根據中國會計準則編製之會計報表附註。

##### 2、在建工程

本年度內在建工程之資料及變動情況載列於根據中國會計準則編製之會計報表附註。

##### 3、附屬公司投資

有關附屬公司之資料載列於根據中國會計準則編製之會計報表附註。

##### 4、聯營公司權益

有關聯營公司之資料載列於根據中國會計準則編製之會計報表附註。

##### 5、其他資產

有關其他資產之資料載列於根據中國會計準則編製之會計報表附註。

##### 6、儲備

本年度內儲備之變動情況載列於根據中國會計準則編製之會計報表附註。

##### 7、銀行貸款

於2024年12月31日之銀行貸款情況載列於根據中國會計準則編製之會計報表附註。

##### 8、稅項減免

本公司並不知悉有任何因股東持有股份而使其獲得之稅項減免。

#### 六、公司退休金計劃

本公司按照《國務院關於企業職工養老保險制度改革的決定》的有關規定，需繳付中國政府相等於工資總額的16%費用，作為員工基本養老保險金。除上述費用外，本公司並無其他有關退休金的承擔或責任。

北京天海公司自2011年1月-2014年8月為員工建立了企業年金。公司為2010年12月以前退休人員負擔每月人民幣50元洗理費和人民幣70-90元住房補貼，之後退休人員無任何企業負擔部分。

## Section 7 Report of the Directors

### 第七節 董事會報告



#### VII. Connected transactions

- (1) Particulars of the connected transactions during the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

Pursuant to Rule 14A.55 of the Listing Rules of the Stock Exchange, all independent non-executive Directors have reviewed the continuing connected transactions subsisting in the year ended 31 December 2024 and confirmed that the continuing connected transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better or, if there were not sufficient comparable transactions to judge whether they were on normal commercial terms or better, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

For the purpose of Rule 14A.56 of the Listing Rules of the Stock Exchange, WUYIGE Certified Public Accountants LLP, the auditor of the Company, has provided a letter to the Board, confirming that nothing has come to their attention that causes them to believe that the continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (iv) have exceeded the cap.

Details on related party transactions for the year ended 31 December 2024 are set out in the consolidated financial statements. Details of any related party transaction which also constitute connected transaction or continuing connected transaction not exempted under Rule 14A.73 of the Listing Rules of the Stock Exchange are disclosed in this report. The Group has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules of the Stock Exchange in respect of such transactions.

#### 七、關聯交易

- (1) 本年度之關聯交易詳情載列於根據中國會計準則編製之會計報表附註。

根據聯交所證券上市規則第14A.55條的規定，全體獨立非執行董事已審閱了於截至2024年12月31日止年度內之持續關連交易，並確認持續關連交易乃：

- (i) 於本集團的日常業務中訂立；
- (ii) 按照一般商務條款或更佳條款進行，或倘並無足夠用於判斷其是否按照一般商務條款或更佳條款進行的可比較交易，則按照對本集團而言不低於獨立第三方獲得的或自獨立第三方所獲得的優惠的條款；及
- (iii) 根據有關交易的協議進行，條款公平合理，並符合股東的整體利益。

就聯交所證券上市規則第14A.56條的規定而言，本公司核數師大信會計師事務所(特殊普通合伙)亦已致函本公司董事會，確認其並未注意到任何事情，可使其認為有關持續關連交易：

- (i) 並未獲董事會批准；
- (ii) 若交易涉及由本集團提供貨品或服務，在各重大方面沒有按照本集團的定價政策進行；
- (iii) 其他在各重大方面沒有根據有關交易的協議進行；及
- (iv) 超逾上限。

於截至2024年12月31日止年度內之關連人士交易之詳情載於合併財務報表。根據聯交所證券上市規則第14A.73條，有關年度不獲豁免之關連人士交易，包括關連交易或持續關連交易已在本報告披露。本集團已就該等交易遵守聯交所證券上市規則第14A章所載之披露要求。

#### VIII. Staff quarters

The Company did not sell any public housing flats to staff in 2024. In accordance with State policies, the Company contributed to the public housing fund on the basis for 12% of the average monthly salary of the existing employees for the previous year, which did not pose any significant impact on the Company's business performance. In accordance with the spirit of the "(2000) Jing Fang Gai Ban, Zi Document No. 080", Notice in relation to issues of the Increase in Beijing's Public Housing Rentals and Allowances, issued by the Housing Reform Office of Beijing Municipal Government, the Beijing Financial Bureau, the Beijing State Land Resources Bureau and the Housing Administration Bureau, and the Commodity Price Bureau of Beijing, as well as integrating with the Company's actual situation, the Company provided a housing allowance of RMB70 to RMB90 per month to its staff since 1 April 2000.

Beijing Tianhai issued subsidies for housing rent to non-local employees of RMB130 to RMB300 per month. The student's apartment was canceled and the subsidy of RMB1,000 per month was issued in May 2015.

#### IX. Employees' basic medical insurance

Since October 2001, the Company has been implementing the "Provision regarding Basic Medical Insurance in Beijing", and implementing employees' basic medical insurance system in accordance with the provisions. The Company is required to pay the basic medical insurance calculated as 8.8% of employees' total wages, and the large medical expenses mutual fund calculated as 1% of employees' total wages. The provision of supplementary medical insurance shall be prepared at cost of the corporation on the basis for 4% of employees' total wages for medical expenses in accordance with supplementary qualifications on reimbursement of medical insurance set out in "Provision regarding Basic Medical Insurance in Beijing".

#### X. Annual general meeting

The 2024 annual general meeting of the Company is scheduled to be held on a date to be announced by the Company and the notice and circular in relation to the convening of the annual general meeting will be published in due course as required under the Listing Rules.

#### XI. Report on performance of social responsibility and environmental policy

For details, please refer to Section 6.

#### XII. Important relationships with employees, customers and suppliers

The Company focuses on good employee relations and looks for a long term strategic cooperation with customers and suppliers and aims to achieve good quality. The Company puts emphasis on quality and supply of goods management. It has strengthened the construction of mechanism and tightened the control over product quality and goods supply cycle. Through holding seminars with suppliers, site assessment, training and annual evaluation, the Company has innovated the demand and supply model and continuously improved product quality to ensure that the products meet the demand of the Company and market.

#### 八、員工住房

本公司2024年度未出售公有住房給予員工。公司按照國家規定為現有員工按上年月平均工資總額的12%繳納住房公積金，對公司的業績並無重大影響。根據北京市人民政府房改辦公室、北京市財政局、北京市國土資源和房屋管理局、北京市物價局(2000)京房改辦字第080號《關於北京市提高公有住房租金，增發補貼有關問題的通知》的精神，本公司結合實際情況，對公司員工自2000年4月1日發放每月人民幣70-90元住房租金補貼。

北京天海公司向外埠員工每月發放人民幣130-300元租房補貼。2015年5月取消大學生公寓，給予公寓人員人民幣1,000元/月補貼。

#### 九、關於員工基本醫療保險

本公司於2001年10月起執行《北京市基本醫療保險規定》，並依此「規定」實施員工基本醫療保險。公司按照全部員工繳費工資基數之和的8.8%繳納基本醫療保險費；按照全部員工繳費工資基數之和的1%繳納大額醫療費用互助資金，按照員工工資總額4%從成本費用中提取補充醫療保險留在企業，用於符合《北京市基本醫療保險規定》中關於補充醫療保險報銷條件的醫療費用的支出。

#### 十、股東週年大會

公司2024年年度股東大會謹定於本公司待公告日期舉行，召開股東週年大會的通知和通告將根據上市規則要求於適當時候公佈。

#### 十一、積極履行社會責任及環境政策工作情況

詳見第六節。

#### 十二、公司與其僱員、顧客及供應商的重要關係

公司注重做好僱員關係工作，立足於與客戶及供應商的長期戰略合作，實現品質雙贏。重點圍繞質量和供貨管理，加強機制建設，加大了產品質量和供貨週期的管控力度，通過與供應商座談、現場評審、培訓和年度評價，創新供需模式，持續改進產品質量，確保產品滿足公司及市場需求。



## Section 7 Report of the Directors

### 第七節 董事會報告



#### XIII. Legal compliance with laws and regulations

During the Reporting Period, the Company operated strictly in compliance with laws, regulations, "Articles of Association" and other relevant regulatory requirements with lawful decision-making procedures and disciplined operation.

#### XIV. Management contracts

During the Reporting Period, no contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

#### XV. Permitted indemnity provision

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

#### XVI. Equity-linked agreement

Save as disclosed above/in this annual report, no equity-linked agreement was entered into during the year or was still effective at the end of the year.

#### XVII. Distributable reserves

As at 31 December 2024, the distributable reserves of the Company which could be distributed to the Shareholders of the Company amounted to RMB0.

No dividend was declared and distributed to the Shareholders of the Company for the year ended 31 December 2024 (Nil for the year ended 31 December 2023).

#### XVIII. Donations

During the Reporting Period, the Group made donations for charitable purposes and other purposes amounting to RMB30,000.

#### XIX. Directors' rights to acquire shares or debentures

At no time during the Reporting Period was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any body corporate.

#### XX. Directors' interests in transactions, arrangements or contracts of significance

The Company has not entered into any transactions, arrangements or contracts of significance in which any of its Directors or Supervisors had a material interest, whether directly or indirectly, at any time during the year.

Save for contracts amongst companies under the Group, no other transactions, arrangements or contracts of significance to which the Company or its subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time of the year.

#### XXI. Environmental policies and performance

For details, please refer to Section 6.

#### 十三、遵守法律及規例

在報告期內公司嚴格按照法律、法規、《公司章程》及其他監管規定的要求開展各項工作，決策程序合法、運作規範。

#### 十四、管理合約

報告期內，本公司並無訂立或存在任何與本公司全部或任何重大部份業務的管理及行政有關的合約。

#### 十五、獲准許的彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。

#### 十六、權益掛鈎協議

除上文／本年報所披露者外，概無權益掛鈎協議於年內訂立或於年末仍然生效。

#### 十七、可供分派儲備

於2024年12月31日，本公司有可供分派儲備約人民幣0元，可供分派予本公司股東。

截至2024年12月31日止年度並無向本公司股東宣派及分派任何股息（截至2023年12月31日止年度：無）。

#### 十八、捐款

報告期內，本集團作出的慈善及其他捐款之金額為人民幣30,000元。

#### 十九、董事購買股份或債權證之權利

於報告期內，本公司、其母公司或其任何附屬公司或同系附屬公司均無訂立任何安排，使董事可透過收購本公司或任何企業股份或債券證而取得利益。

#### 二十、董事於重大交易、安排或合約的權益

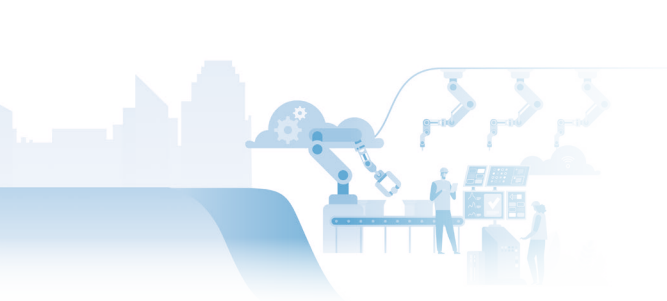
本公司於年內任何時間無訂立與本公司董事或監事直接及間接擁有重大權益的重要交易、安排或合約。

除本集團公司間訂立的合約外，於年末或年內任何時間概無存在本公司或其子公司、同系子公司或其母公司參與訂立且本公司董事直接或間接於其中擁有重大權益的其他重要交易、安排或合約。

#### 二十一、環保政策及表現

詳見第六節。





## Section 7 Report of the Directors

### 第七節 董事會報告

#### XXII. Restricted A Share Incentive Scheme

##### Disclosures made according to Chapter 17 Share Schemes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

The Company has formulated the Restricted Share Incentive Scheme for the purpose of further establishing and improving the long-term incentive mechanism, attracting and retaining outstanding talents, fully mobilising the enthusiasm of the core personnel of the Company, and effectively integrating the interests of the Shareholders with that of the Company and its employees. The Restricted Share Incentive Scheme and its related resolutions were considered and approved by the Shareholders in the extraordinary general meeting and the class meetings convened on 13 November 2023. The Participants selected under the Restricted Share Incentive Scheme including the executive Director, senior management personnel, assistant general managers, middle management personnel, core technical or key business personnel of the Company or its subsidiaries, but shall not be municipal management personnel, independent Directors, Supervisors and Shareholders or actual controllers (and their respective spouse, parents or children) holding more than 5% of the Shares of the Company. The number of Restricted Shares to be granted to the Participants under the Restricted Share Incentive Scheme was up to 6,750,000 shares in total, representing approximately 1.24% and 1.50% of the total share capital of the Company as at the date of the adoption of the Restrictive Share Incentive Scheme and the date of this report, respectively. Pursuant to the Restricted Share Incentive Scheme, the number of restricted shares granted to each Participant under the Restricted Share Incentive Scheme shall not exceed 1% of the total share capital of the Company as at the adoption date. The effective period of the Restricted Share Incentive Scheme shall not exceed 72 months from the date of approval at the EGM to the date of unlocking all Restricted Shares granted to the Participant or the date of repurchase.

The unlocking periods of the Restricted Shares under the initial grant of the Restricted Share Incentive Scheme and the schedule of each period are set out below:

##### Unlocking arrangement

##### Unlocking schedule

##### 解除限售安排

##### 解除限售時間

##### First Unlocking Period

Commencing from the first trading day upon the expiry of 24 months from the date of the initial grant to the last trading day upon the expiry of 36 months from the date of the initial grant  
自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止

##### 第一個解除限售期

##### Second Unlocking Period

Commencing from the first trading day upon the expiry of 36 months from the date of the initial grant to the last trading day upon the expiry of 48 months from the date of the initial grant  
自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止

##### 第二個解除限售期

##### Third Unlocking Period

Commencing from the first trading day upon the expiry of 48 months from the date of the initial grant to the last trading day upon the expiry of 60 months from the date of the initial grant  
自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止

##### 第三個解除限售期

During the Lock-up Period, the Restricted Shares granted to the Participants under the Restricted Share Incentive Scheme are restricted from sale, and cannot be transferred, used as security or for repaying debts. The Shares acquired by the Participants as a result of the capitalization of capital reserve, payment of share dividends and sub-division of shares as a result of the grant of Restricted Shares which have not been released from restriction are also subject to lock-up under the Restricted Share Incentive Scheme.

#### 十二、A股限制性股票激勵計劃

##### 根據《香港聯交所上市規則》第十七章股份計劃做出的披露

為了進一步建立、健全本公司長效激勵機制，吸引和留住優秀人才，充分調動核心骨幹員工的積極性，有效地將股東利益、本公司利益和員工個人利益結合在一起，制定限制性股票激勵計劃。限制性股票激勵計劃及相關議案已於2023年11月13日召開之臨時股東大會及類別股東大會獲股東審議及批准。限制性股票激勵計劃所選取的激勵對象包括本公司或其附屬公司的執行董事、高級管理人員、總經理助理、中層管理人員、核心技術或業務骨幹，但不包括市級管理人員、獨立董事、監事及持有本公司5%以上股份的股東或實際控制人（及其各自的配偶、父母或子女）。限制性股票激勵計劃擬向激勵對象授予的限制性股票總量不超過675萬股，分別佔本公司於限制性股票激勵計劃之採納日期及於本報告日期已發行股本總數約1.24%及1.50%。根據限制性股票激勵計劃，各參與者所獲授限制性股票數量不得超過計劃採納日期公司股本總額的1%。限制性股票激勵計劃的有效期限自臨時股東大會通過之日起至激勵對象獲授的限制性股票全部解除限售或回購之日止，最長不超過72個月。

限制性股票激勵計劃首次授予的限制性股票的解除限售期及各期解除限售時間安排如下表所示：

##### Proportion of the Restricted Shares to be unlocked of total number of the Restricted Shares granted 可解除限售數量佔獲授權益數量比例

First Unlocking Period	Commencing from the first trading day upon the expiry of 24 months from the date of the initial grant to the last trading day upon the expiry of 36 months from the date of the initial grant	34%
第一個解除限售期	自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34%
Second Unlocking Period	Commencing from the first trading day upon the expiry of 36 months from the date of the initial grant to the last trading day upon the expiry of 48 months from the date of the initial grant	33%
第二個解除限售期	自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33%
Third Unlocking Period	Commencing from the first trading day upon the expiry of 48 months from the date of the initial grant to the last trading day upon the expiry of 60 months from the date of the initial grant	33%
第三個解除限售期	自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33%

在限售期內，激勵對象根據限制性股票激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按限制性股票激勵計劃進行鎖定。

## Section 7 Report of the Directors

### 第七節 董事會報告



#### XXII. Restricted A Share Incentive Scheme (Continued)

After the release of the lock-up restriction, the Company will unlock the Restricted Shares for those Participants who satisfy the conditions for unlocking the Restricted Shares, and the Restricted Shares held by those Participants who do not satisfy the conditions for unlocking the Restricted Shares will be repurchased by the Company.

Performance targets for the unlocking of the Restricted Shares granted under the initial grant of the Restricted Share Incentive Scheme are set out below:

#### Performance appraisal requirements at the Company's level

Unlocking Period 解除限售期	Performance targets 解除限售期業績考核目標
---------------------------	------------------------------------

First Unlocking Period 第一個 解除限售期	<p>(1) The EOE of the Company in 2024 shall be no less than 7.97% and the growth rate of EOE in 2024 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2024年公司淨資產現金回報率不低於7.97%，且以2021年公司淨資產現金回報率為基數，2024年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2024 shall be no less than 16% and no less than the average level of the industry.</p> <p>(2) 2024年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2024 shall be no less than 400%.</p> <p>(3) 以2021年轉型創新類收入為基數，2024年轉型創新業務類收入增長率不低於400%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2024 shall not be less than 3.05%.</p> <p>(4) 2024年研發投入佔營業收入的比重不低於3.05%。</p>
Second Unlocking Period 第二個 解除限售期	<p>(1) The EOE of the Company in 2025 shall be no less than 9.30% and the growth rate of EOE in 2025 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2025年公司淨資產現金回報率不低於9.30%，且以2021年公司淨資產現金回報率為基數，2025年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2025 shall be no less than 16% and no less than the average level of the industry.</p> <p>(2) 2025年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2025 shall not be less than 450%.</p> <p>(3) 以2021年轉型創新類收入為基數，2025年轉型創新業務類收入增長率不低於450%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2025 shall not be less than 3.10%.</p> <p>(4) 2025年研發投入佔營業收入的比重不低於3.10%。</p>
Third Unlocking Period 第三個 解除限售期	<p>(1) The EOE of the Company in 2026 shall be no less than 10.63% and the growth rate of EOE in 2026 shall be no less than the average level of the industry based on the Company's EOE in 2021.</p> <p>(1) 2026年公司淨資產現金回報率不低於10.63%，且以2021年公司淨資產現金回報率為基數，2026年淨資產現金回報率增長率不低於同行業平均水準。</p> <p>(2) The year-on-year growth rate of operating revenue in 2026 shall be no less than 16% and no less than the average level of the industry.</p> <p>(2) 2026年營業收入同比增長率不低於16%，且不低於同行業平均水準。</p> <p>(3) Based on the revenue of the transformation and innovation category in 2021, the growth rate of revenue of the transformation and innovation category in 2026 shall not be less than 500%.</p> <p>(3) 以2021年轉型創新類收入為基數，2026年轉型創新業務類收入增長率不低於500%。</p> <p>(4) The proportion of research and development investment to operating revenue in 2026 shall not be less than 3.15%.</p> <p>(4) 2026年研發投入佔營業收入的比重不低於3.15%。</p>

#### 十二、A股限制性股票激勵計劃(續)

解除限售後，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

限制性股票激勵計劃首次授予的限制性股票解除限售期業績考核目標如下：

#### 公司層面業績考核條件

### XXII. Restricted A Share Incentive Scheme (Continued)

#### Performance appraisal of the Participants at individual level

The Participants are assessed on an annual basis pursuant to the Performance Management Regulations formulated by the Company and the various internal assessment systems of the Company, and the extent of unlocking for the Participants for the year is determined based on the results of the assessment.

In the event that the appraisal conditions for unlocking of the Restricted Shares at the Company level are met, the actual amount of Restricted Shares to be unlocked for a Participant in the year = unlocking ratio × the amount of Restricted Shares to be unlocked by the Participant in the year.

Individual unlocking ratios are determined by the results of the individual's performance appraisal. Different unlocking ratios apply to different performance appraisal results.

#### Individual performance

appraisal score 個人績效考核分值	85 or above 85分及以上	75-84 75分-84分	70-74 70分-74分	Below 70 70分以下
Unlocking ratio 解鎖比例	100% 100%	80% 80%	60% 60%	0 0

Note: The party building assessment is a negative indicator. If the Participant fails in the party building assessment, his/her Restricted Shares shall not be unlocked.

As a result of failing to meet the performance target at the Company level or the assessment at the individual level, all or part of the Restricted Shares of the Participant that have not been unlocked for the current period shall not be unlocked or shall be deferred to the period that follows for unlocking, and shall be repurchased by the Company at the lower of the Grant Price and the market price at the time of repurchase. The "market price at the time of repurchase" represents the closing price of the Company's shares on the trading day preceding the date of consideration by the Board of the Company for the repurchase of the Restricted Shares of that Participant.

The Company made the initial grant of Restricted Shares on 14 November 2023. The initial Grant Price of the Restricted Shares was RMB7.33 per Share, which means that upon fulfilment of the grant conditions, each Participant was entitled to purchase the ordinary A Shares of the Company issued to the Participants by the Company at the price of RMB7.33 per Share.

#### Basis for determining the initial Grant Price

The pricing benchmark date of the initial Grant Price of the Restricted Shares is the date of publication of the proposal of the Restricted Share Incentive Scheme. The Grant Price shall not be less than the nominal value of the Shares and shall not be less than 50% of the higher of the following prices:

- (1) Average trading price (total trading amount on the preceding trading day/total trading volume on the preceding trading day) of the underlying Shares of the Company (i.e., RMB13.87 per Share) on the trading day preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;
- (2) Closing price of the Company's underlying Shares on the trading day preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme (i.e., RMB13.84 per Share);
- (3) Average closing price of the Company's underlying Shares for the 30 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme (i.e., RMB14.66 per Share);

### 十二、A股限制性股票激勵計劃(續)

#### 激勵對象個人層面考核

根據公司制定的《績效管理規定》和公司內部各類考核制度對激勵對象分年度進行考核，根據考核評價結果確定激勵對象當年度的解除限售額度。

在公司層面解除限售考核條件達標的情況下，激勵對象個人當年實際解鎖額度=解鎖比例×個人當年計劃解鎖額度。

個人解鎖比例視個人績效考核結果確定。不同的績效考核結果對應不同的解鎖比例。

註：黨建考核為否決指標，如果黨建考核不合格，激勵對象不得解鎖。

因公司層面業績考核不達標或個人層面考核導致激勵對象當期全部或部分未能解除限售的限制性股票，不得解除限售或遞延至下期解除限售，由公司按照授予價格與回購時市價孰低值回購處理。「回購時市價」是指自公司董事會審議回購該激勵對象限制性股票前一個交易日的公司股票收盤價。

公司於2023年11月14日首次授予限制性股票，首次授予價格為每股人民幣7.33元，即滿足授予條件後，激勵對象可以每股人民幣7.33元的價格認購本公司向激勵對象增發的限制性股票。

#### 首次授予價格的確定方法

限制性股票的首次授予價格的定價基準日為限制性股票激勵計劃草案公佈日。授予價格不得低於股票面值，且不得低於下列價格較高者的50%：

- (1) 限制性股票激勵計劃草案公佈前1個交易日的本公司標的股票交易均價(前1個交易日股票交易總額/前1個交易日股票交易總量)，為每股人民幣13.87元；
- (2) 限制性股票激勵計劃草案公佈前1個交易日的本公司標的股票收盤價，為每股人民幣13.84元；
- (3) 限制性股票激勵計劃草案公佈前30個交易日的本公司標的股票平均收盤價，為每股人民幣14.66元；

## Section 7 Report of the Directors

### 第七節 董事會報告



#### XXII. Restricted A Share Incentive Scheme (Continued)

##### Basis for determining the initial Grant Price (Continued)

(4) One of the following prices:

- Average trading price (total trading amount for the last 20 trading days/total trading volume for the last 20 trading days) of the underlying Shares of the Company (i.e., RMB14.29 per Share) for the 20 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;
- Average trading price (total trading amount for the last 60 trading days/total trading volume for the last 60 trading days) of the underlying Shares of the Company (i.e., RMB14.96 per Share) for the 60 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme;
- Average trading price (total trading amount for the last 120 trading days/total trading volume for the last 120 trading days) of the underlying Shares of the Company (i.e., RMB14.90 per Share) for the 120 trading days preceding the date of the announcement of the proposal of the Restricted Share Incentive Scheme.

The closing price of the share on the date of grant was RMB12.44 per Share. As prescribed by the relevant requirements of the State-owned Assets Supervision and Administration Commission of the State Council and CSRC, the grant price of the Restricted Shares shall be determined according to principle of fair market. For details of the basis for determining the grant price, please refer to the announcement and circular of the Company dated 24 March 2023 and 25 October 2023, respectively. Please refer to the announcements of the Company dated 14 November 2023 and 29 December 2023 for specific details regarding the Initial Grant on 14 November.

##### Basis for determining the reserved Grant Price

Prior to the grant of the reserved Restricted Shares, a Board meeting shall be convened to consider and approve the relevant resolution. The Grant Price shall not be less than the nominal value of the Shares and shall not be less than 50% of the higher of the following prices:

- Average trading price of the underlying Shares of the Company on the trading day preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount on the preceding trading day/total trading volume on the preceding trading day);
- Closing price of the Company's underlying Shares on the trading day preceding the date of the announcement of the Board resolution on the reserved grant;
- Average closing price of the Company's underlying Shares for the 30 trading days preceding the date of the announcement of the Board resolution on the reserved grant;

#### 十二、A股限制性股票激勵計劃(續)

##### 首次授予價格的確定方法(續)

(4) 以下價格之一：

- 限制性股票激勵計劃草案公佈前20個交易日的本公司標的股票交易均價(前20個交易日股票交易總額/前20個交易日股票交易總量)，為每股人民幣14.29元；
- 限制性股票激勵計劃草案公佈前60個交易日的本公司標的股票交易均價(前60個交易日股票交易總額/前60個交易日股票交易總量)，為每股人民幣14.96元；
- 限制性股票激勵計劃草案公佈前120個交易日的本公司標的股票交易均價(前120個交易日股票交易總額/前120個交易日股票交易總量)，為每股人民幣14.90元。

授予日當天收盤價格為每股人民幣12.44元。根據國務院國有資產監督管理委員會及中國證監會相關規定，授予價格應當根據公平市場原則確定。有關釐定授予價格的基準的具體內容詳見公司日期為2023年3月24日及2023年10月25日分別發佈的相關公告及通函。有關首次授予11月14日具體內容詳見公司日期為2023年11月14日及2023年12月29日的公告。

##### 預留授予價格的確定方法

預留授予的限制性股票在授予前，須召開董事會審議通過相關議案。授予價格不得低於股票面值，且不得低於下列價格較高者的50%：

- 預留授予董事會決議公佈前1個交易日的本公司標的股票交易均價(前1個交易日股票交易總額/前1個交易日股票交易總量)；
- 預留授予董事會決議公佈前1個交易日的本公司標的股票收盤價；
- 預留授予董事會決議公佈前30個交易日內的本公司標的股票平均收盤價；



## Section 7 Report of the Directors

### 第七節 董事會報告

#### XXII. Restricted A Share Incentive Scheme (Continued)

##### Basis for determining the reserved Grant Price (Continued)

(4) One of the following prices:

- Average trading price of the Company's underlying Shares for the 20 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 20 trading days/total trading volume for the last 20 trading days);
- Average trading price of the Company's underlying Shares for the 60 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 60 trading days/total trading volume for the last 60 trading days);
- Average closing price of the Company's underlying Shares for the 120 trading days preceding the date of the announcement of the Board resolution on the reserved grant (total trading amount for the last 120 trading days/total trading volume for the last 120 trading days).

The unlocking period of the Restricted Shares under the reserved grant and the schedule of each period are set out below:

#### 二二、A股限制性股票激勵計劃(續)

##### 預留授予價格的確定方法(續)

(4) 以下價格之一：

- 預留授予董事會決議公佈前20個交易日的本公司標的股票交易均價(前20個交易日股票交易總額/前20個交易日股票交易總量)；
- 預留授予董事會決議公佈前60個交易日的本公司標的股票交易均價(前60個交易日股票交易總額/前60個交易日股票交易總量)；
- 預留授予董事會決議公佈前120個交易日的本公司標的股票交易均價(前120個交易日股票交易總額/前120個交易日股票交易總量)。

預留授予的限制性股票解除限售期及各期解除限售時間安排如下表所示：

Unlocking arrangement	Unlocking schedule	Proportion of the Restricted Shares to be unlocked of total number of the Restricted Shares granted 可解除限售數量佔獲授權益數量比例
解除限售安排	解除限售時間	
First Unlocking Period	Commencing from the first trading day upon the expiry of 24 months from the date of the reserved grant to the last trading day upon the expiry of 36 months from the date of the reserved grant	34%
第一個解除限售期	自預留授予之日起24個月後的首個交易日起至預留授予之日起36個月內的最後一個交易日當日止	34%
Second Unlocking Period	Commencing from the first trading day upon the expiry of 36 months from the date of the reserved grant to the last trading day upon the expiry of 48 months from the date of the reserved grant	33%
第二個解除限售期	自預留授予之日起36個月後的首個交易日起至預留授予之日起48個月內的最後一個交易日當日止	33%
Third Unlocking Period	Commencing from the first trading day upon the expiry of 48 months from the date of the reserved grant to the last trading day upon the expiry of 60 months from the date of the reserved grant	33%
第三個解除限售期	自預留授予之日起48個月後的首個交易日起至預留授予之日起60個月內的最後一個交易日當日止	33%



# Section 7 Report of the Directors

## 第七節 董事會報告



### XXII. Restricted A Share Incentive Scheme (Continued)

#### Basis for determining the reserved Grant Price (Continued)

During the year ended 31 December 2024, no Shares were granted under the Restricted Share Incentive Scheme. Details of movements in the Restricted Shares are set out below:

Name	Position	Number of Restricted Shares held as at the beginning of the Reporting Period	Number of new Restricted Shares granted during the Reporting Period	Grant price of Restricted Shares (RMB)	Shares unlocked during the Reporting Period	Shares locked during the Reporting Period	Number of Restricted Shares held as at the end of the Reporting Period	Market value as at the end of the Reporting Period (RMB)
姓名	職務	報告期初 持有限制性 股票數量	報告期新 授予限制性 股票數量	限制性股票 的授予價格 (人民幣元)	報告期內 已解鎖股份	報告期內 未解鎖股份	報告期末 持有限制性 股票數量	報告期末 市價 (人民幣元)
Zhang Jiheng	Executive Director, general manager	150,000	0	7.33	0	150,000	150,000	10.08
張繼恒	執行董事、總經理							
Feng Yongmei	Chief accountant	100,000	0	7.33	0	100,000	100,000	10.08
馮永梅	總會計師							
Shi Fengwen	Chief engineer	100,000	0	7.33	0	100,000	100,000	10.08
石鳳文	總工程師							
Li Xianzhe	General counsel	100,000	0	7.33	0	100,000	100,000	10.08
李銑哲	總法律顧問							
Luan Jie	Secretary to the Board	100,000	0	7.33	0	100,000	100,000	10.08
樂杰	董事會秘書							
Other core personnel (110)		4,850,000	0	7.33	0	4,850,000	4,850,000	10.08
其他核心骨幹員工(110人)								
Total		5,400,000	0	/	0	5,400,000	5,400,000	/
合計	/							

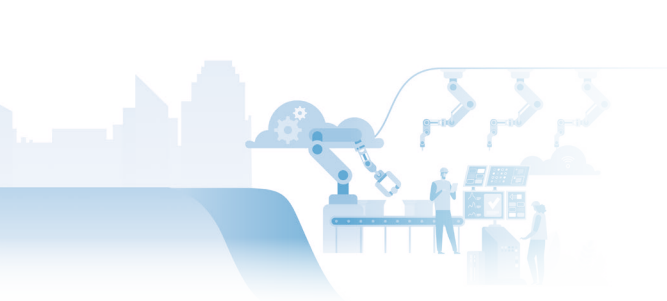
1,350,000 Restricted Shares were reserved for grant under the Restricted Share Incentive Scheme. According to the relevant provisions of the "Administrative Measures for the Equity Incentives of Listed Companies" and the Restricted Share Incentive Scheme, the Participants under the reserved grant will be determined within 12 months after the Restricted Share Incentive Scheme has been considered and approved at the general meeting, A Shares Class Meeting and H Shares Class Meeting of the Company (i.e. on 13 November 2023). If the Participants are not specified for more than 12 months, the reserved entitlements will lapse. For details of the lapse of the reserved entitlements, please refer to the announcement of the Company dated 14 November 2024. As at 31 December 2024, all of the 1,350,000 Restricted Shares reserved for grant under the Restricted Share Incentive Scheme had lapsed. As at 31 December 2024, the number of Restricted Shares issued during the year in respect of awards granted under the Restricted Share Incentive Scheme divided by the weighted average number of A Shares in issue during the year was 1.21%.

#### 預留授予價格的確定方法(續)

於截至2024年12月31日止年度內，概無根據限制性股票激勵計劃授出股份。限制性股票變動詳情如下：

公司根據限制性股票激勵計劃預留限制性股票為135萬股。根據《上市公司股權激勵管理辦法》及限制性股票激勵計劃的相關規定，預留授予部分的激勵對象由限制性股票激勵計劃經公司股東大會以及A股、H股類別股東大會審議通過(即2023年11月13日)後12個月內確定，超過12個月未明確激勵對象的，預留權益失效。有關預留權益失效，具體內容詳見公司日期為2024年11月14日的公告。截至2024年12月31日，限制性股票激勵計劃下預留授予的135萬股限制性股票已全數失效。2024年12月31日年內就限制性股票激勵計劃已授出的獎勵而發行的限制性股票數目除以年內已發行A股股份加權平均數為1.21%。





## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period

√ Applicable    □ Not applicable

#### 一、承諾事項履行情況

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項

√ 適用    □ 不適用

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Undertaking relating to the material asset reorganisation	Settlement of connected transactions	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: As for the connected transactions for us and the companies under our control with the Listed Company and the companies under its control that cannot be avoided or have reasonable grounds, these connected transactions will be conducted in the principles of openness, fairness and justice for market transactions at fair and reasonable prices by us and the companies under our control, and the decision-making procedures for and information disclosure obligations in respect of connected transactions will be performed in accordance the requirements of laws, regulations and regulatory documents. We warrant that we and the companies under our control will not obtain any improper benefits or subject the Listed Company or any of the companies under its control to any improper obligations by way of any connected transactions with the Listed Company or any of the companies under its control. We will indemnify the Listed Company and any of the companies under its control against any losses incurred by them as a result of any transaction with them in violation of the undertakings above.	Long term	Yes	Long term	Yes		
與重大資產重組相關的承諾	解決關聯交易	大股東北京京城機電控股有限責任公司	京城控股承諾：就本公司及本公司控制的其他企業與上市公司及其控制的企業之間將來無法避免或有合理原因而發生的關聯交易事項，本公司及本公司控制的其他企業將遵循市場交易的公開、公平、公正的原則，按照公允、合理的市場價格進行交易，並依據有關法律、法規及規範性文件的規定履行關聯交易決策程序，依法履行信息披露義務。本公司保證本公司及本公司控制的其他企業將不通過與上市公司及其控制的企業的關聯交易取得任何不正當的利益或使上市公司及其控制的企業承擔任何不正當的義務。如違反上述承諾與上市公司及其控制的企業進行交易，而給上市公司及其控制的企業造成損失，由本公司承擔賠償責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Solving the issues concerning competition in the same industry		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: In relation to the businesses or business opportunities similar to those of the Listed Company including that we and other companies under our control anticipate or substantially in place to conduct, and assets and businesses of such businesses or business opportunities that may constitute potential competition. The Company will not conduct and will make efforts to cause the other companies under the control of the Company not to conduct businesses which are the same as or similar to those of the Listed Company in order to avoid direct or indirect competition with the operation of business of the Listed Company. In addition, if unfair impact may be made to the Listed Company in the areas of market share, business opportunities and resource allocation of the Company and the other companies under the control of the Company, the Company will voluntarily give up and will make efforts to cause the other companies under the control of the Company to give up business competition with the Listed Company. The company undertakes that starting from the date of issue of this Letter of Undertaking, it will compensate the Listed Company for any losses suffered or expenses incurred by the Listed Company as a result of the violation of any provisions of this undertaking by the Company. This Letter of Undertaking continues to be effective during the period in which the Listed Company legally and validly subsists and the Company is the Controlling Shareholder (or beneficial controller) of the Listed Company.	Long term	Yes	Long term	Yes		
解決同業競爭		大股東北京京城機電控股有限責任公司	京城控股承諾：針對本公司以及本公司控制的其他企業未來擬從事或實質性獲得上市公司同類業務或商業機會，且該等業務或商業機會所形成的資產和業務與上市公司可能構成潛在同業競爭的情況。本公司將不從事並努力促使本公司控制的其他企業不從事與上市公司相同或相近的業務，以避免與上市公司的業務經營構成直接或間接的競爭。此外，本公司或本公司控制的其他企業在市場份額、商業機會及資源配置等方面可能對上市公司帶來不公平的影響時，本公司自願放棄並努力促使本公司控制的其他企業放棄與上市公司的業務競爭。本公司承諾，自本承諾函出具日起，賠償上市公司因本公司違反本承諾任何條款而遭受或產生的任何損失或開支。本承諾函在上市公司合法有效存續且本公司作為上市公司的控股股東(或實際控制人)期間持續有效。	長期	是	長期	是		

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Solving the issues of competition in the same industry		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	The Supplemental Undertaking of Jingcheng Holding on the Shanghai Sunwise Equity Investment Project 1. During the eight years from the completion of this acquisition, Jingcheng Holding will initiate the injection of its equity interests in Shanghai Sunwise or its assets or businesses subject to horizontal competition into the Company at fair value by means of asset restructuring, equity transfer or other legal means in the principles of benefiting the development of the Company and safeguarding the interests of the Shareholders, in particular the interests of the minority Shareholders, and in compliance with the prevailing applicable laws, regulations and regulatory rules, in accordance with the operating conditions and sustainable profitability of Shanghai Sunwise, the strategic layout of the hydrogen energy industry of the Beijing SASAC and the Company's own development needs upon approval by the competent authorities. If the relevant equity interests, assets or businesses have not been injected into the Company by the expiry of the aforesaid period, Jingcheng Holding undertakes to negotiate with the Company for an extension of the entrustment period, or to transfer the relevant equity interests or its assets or businesses subject to horizontal competition to an unrelated third party, or to eliminate horizontal competition through integration of businesses or assets.	Long term	Yes	From the completion date of this acquisition to the expiry date of eight years	Yes		
解決同業競爭		大股東北京京城機電控股有限責任公司	京城控股關於上海舜華股權投資項目的補充承諾 1、自本次收購完成之後的八年內，京城控股將本著有利於上市公司發展和維護股東利益尤其是中小股東利益以及符合屆時適用的法律、法規及相關監管規則的原則，根據上海舜華的運營狀況、持續盈利能力、北京市國資委重能產業戰略佈局並結合上市公司自身發展需要，經有權機構批准後，採取資產重組、股權轉讓或其他合法方式，啟動將上海舜華的股權或其同業競爭資產或業務以公允價值注入上市公司。若前述期限屆滿時相關股權、資產或業務仍未注入上市公司，則京城控股承諾將與上市公司協商延長託管期限，或將該等股權或其同業競爭資產或業務轉讓給無關聯關係的第三方，或通過業務或資產的整合，消除同業競爭。	長期	是	自本次收購完成之日起至八年期滿			

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>2. During the period when the Company is entrusted with management of the equity interests in Shanghai Sunwise, in the event that there are changes in the market, policies or other factors and the Company considers that Shanghai Sunwise is no longer suitable for the business development needs of the Company, or it is expected that Shanghai Sunwise will not be able to meet the conditions for injection into the Company in the future, after negotiation between Jingcheng Industrial Investment and the Company, the Company may, after performing the necessary decision-making procedures, terminate the entrusted management of the equity interests in Shanghai Sunwise. Upon termination of the entrusted management, Jingcheng Holding undertakes to transfer the equity interests in Shanghai Sunwise to an unrelated third party or take other measures as permitted by the prevailing laws, regulations and regulatory rules to solve the horizontal competition. The transaction does not contravene the relevant provisions of the original Undertaking Letter Regarding Avoidance of Horizontal Competition of Jingcheng Holding and does not involve any change in undertakings set out in the Guidelines for the Regulation of Listed Companies No. 4 – Undertakings Made by Listed Companies and Relevant Parties and are in compliance with the requirements of the laws and regulations.</p> <p>2、在上市公司受託管理上海舜華股權期間，如果由於市場、政策等因素發生變化等原因，上市公司認為上海舜華已不再適合上市公司業務發展需要，或者預計上海舜華未來無法達到注入上市公司條件，經京城產投與上市公司雙方協商，在履行完必要的決策程序後，可以終止對上海舜華股權的委託管理。終止委託管理後，京城控股承諾將上海舜華股權轉讓予無關聯關係的第三方，或採取其他法律法規及監管規則屆時允許的措施解決同業競爭。本次交易不違反京城控股原有《關於避免同業競爭的承諾函》的相關內容，不涉及《上市公司監管指引第4號——上市公司及其相關方承諾》規定的變更承諾情形，符合法律法規的要求。</p>						

## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: After the completion of this Material Asset Reorganisation, it will warrant the independence of the personnel, assets, finances, organizations, businesses of the Listed Company. Jingcheng Holding makes concrete undertaking in the areas of personnel independence, asset independence, financial independence, organizational independence, business independence. That undertaking continues to be valid, cannot be altered and is irrevocable during the period in which Jingcheng Holding is the Controlling Shareholder (or beneficial controller) of the Listed Company. If Jingcheng Holding is in violation of the above undertaking and causes economic losses to the Listed Company, Jingcheng Holding will compensate the Listed Company.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本次重大資產重組完成後，將保證上市公司在人員、資產、財務、機構、業務等方面的獨立性。京城控股分別就人員獨立、資產獨立、財務獨立、機構獨立、業務獨立等方面作出具體的承諾。該承諾在京城控股作為上市公司的控股股東(或實際控制人)期間內持續有效且不可變更或撤銷。如違反上述承諾，並因此給上市公司造成經濟損失，京城控股將向上市公司進行賠償。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: 1. Within 30 days from the receipt of a notice on this matter of Material Asset Reorganisation of Beiren Holdings by the creditors of Beiren Holdings, within 45 days from the date of the first announcement on this matter of Material Asset Reorganisation of Beiren Holdings in case of no receipt of the notice, if they demand Beiren Holdings to make early repayment of liabilities or provide security, and Beiren Holdings has not repaid the liabilities or provided the security, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 2. If Beiren Holdings cannot reach the creditors, and for those creditors who have not expressed clear opinion after the receipt of the notice or the expiry of the notice period, if they have expressed clearly disagreement opinion before the completion of this Material Asset Reorganisation, and Beiren Holdings has not repaid the liabilities nor provided security upon their demand, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 3. For those creditors that Beiren Holdings really cannot reach, and those creditors who have not yet expressed clear opinion after the receipt of the notice or the expiry of the notice period, if after the completion of this Material Asset Reorganisation, the recipient of the Outgoing Assets cannot repay its liabilities, the Company is in charge of the repayment. After the Company has been liable for guarantee responsibility and repayment responsibility, it has the right to seek repayment from the recipient of the Outgoing Assets.	Long term	Yes	Long term	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
	其他	大股東北京京城機電控股股份有限公司	京城控股承諾：1、北人股份的債權人自接到北人股份有關本次重大資產重組事宜的通知書之日起三十日內，未接到通知書的自北人股份就其本次重大資產重組事宜首次公告之日起四十五日內，如果要求北人股份提前清償債務或提供擔保，而北人股份未清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；2、對於北人股份無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如其在本次重大資產重組完成前又明確發表不同意意見，而北人股份未按其要求清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；3、對於北人股份確實無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如本次重大資產重組完成後，置出資產的承接主體無法清償其債務的，由本公司負責清償。本公司承擔擔保責任或清償責任後，有權對置出資產的承接主體進行追償。	長期	是	長期	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被迫索而遭受損失，京城控股未出現違背該承諾的行為。	



## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Resolving defects in land titles and other property rights	解決土地等產權瑕疵	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: If, in the future, the production workshops of Tianhai Industry in Mulin Town is needed to be relocated due to real estate problems in defects of the lease, the Company will fully compensate in cash the Listed Company after the completion of this transaction for all the losses of Tianhai Industry caused by the relocating process.	Long term	Yes	Long term	Yes		
		大股東北京京城機電控股有限責任公司	京城控股承諾：若未來天海工業木林鎮生產車間因租賃瑕疵房產的問題而導致搬遷，本公司將向本次交易完成後的上市公司全額現金賠償天海工業在搬遷過程中導致的全部損失。	長期	是	長期	是		
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Long term	Yes		
其他		大股東北京京城機電控股有限責任公司	京城控股承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Resolving defects in land titles and other property rights		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets, and will not unilaterally refuse to sign or request cessation, termination or change of the "Framework Agreement in relation to the Material Asset Reorganisation of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd.", the "Material Asset Reorganisation Agreement of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation" and relevant agreements due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Beiren Group Corporation shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; Beiren Group Corporation shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse. The Company undertakes: the Company will be jointly liable for the compensation obligations of Beiren Group Corporation.	Long term	Yes	Long term	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
解決土地等產權瑕疵		大股東北京京城機電控股有限責任公司	京城控股承諾：本公司充分知悉擬置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任，亦不會因擬置出資產瑕疵單方面拒絕簽署或要求終止、解除、變更《北人印刷機械股份有限公司與北京京城機電控股有限責任公司關於重大資產置換的框架協議》、《北人印刷機械股份有限公司與北京京城機電控股有限責任公司及北人集團公司之重大資產置換協議》及相關協議。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由北人集團公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權人承擔了任何責任或遭受了任何損失的，由北人集團公司向北人股份作出全額補償。本公司承諾：本公司將對北人集團公司的該等補償責任承擔連帶責任。	長期	是	長期	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	

### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Resolving defects in land titles and other property rights	解決土地等產權瑕疵	Beiren Group	Beiren Group undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Long term	Yes		
解決土地等產權瑕疵	北人集團	北人集團承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	長期	是			
Resolving defects in land titles and other property rights	解決土地等產權瑕疵	Beiren Group	Beiren Group undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Company shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; the Company shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse.	Long term	Yes	Long term	Yes		
解決土地等產權瑕疵	北人集團	北人集團承諾：本公司充分知悉置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由本公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權追索承擔了任何責任或遭受了任何損失的，由本公司向北人股份作出全額補償。	長期	是	長期	是			

## Section 8 Important Matters

### 第八節 重要事項



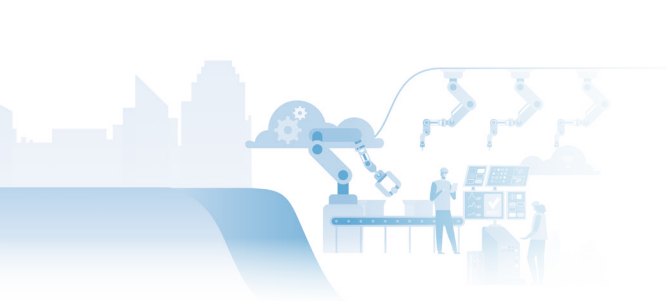
#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. I shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lock-up period, for the shares of the Listed Company acquired under the Asset Acquisition by way of Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement: 1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of my corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 2nd phase: If I have fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 3rd phase: If I have fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period			
	股份限售	本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)	關於股份鎖定的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)承諾： 1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓；前述鎖定期屆滿後，本次發行股份及支付現金購買資產項下取得的上市公司股份，按照下述安排分期解鎖： 第一期：自本次重組發行完成日起滿12個月且本人在《業績補償協議》及補充協議（以下合稱「《業績補償協議》」）項下就2021年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的40%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定； 第二期：本人在《業績補償協議》項下就2022年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定； 第三期：本人在《業績補償協議》項下就2023年度對應的補償義務（如有）已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量（如有）後的剩餘部分可解除鎖定；	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>4th phase: If I have fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked.</p> <p>I warrant that I will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by me through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.</p> <p>2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions.</p> <p>3. I undertake that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be issued in priority to satisfy the performance compensation obligations. I undertake not to avoid the compensation obligations by any means including share pledges.</p> <p>第四期：本人在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，本人本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。</p> <p>本人保證，對於本人通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本人不會設定任何質押或其他權利負擔。</p> <p>2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。</p> <p>3、本人承諾本次交易中取得的上市公司股份將嚴格遵守限售期限限制，並優先用於履行業績補償義務。本人承諾不通過包括質押股份在內的任何方式逃避補償義務。</p>						

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>4. Before completion of performance compensation obligations, if I need to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), I undertake to inform the pledgee in writing that the shares to be pledged are subject to potential performance undertaking compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.</p> <p>5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, I shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors of JINGCHENG MAC, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lock-up on my behalf. If the lockup application is not submitted within two trading days, the Board of Directors is authorized to submit my identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit my identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lock-up the relevant shares. If the investigation concludes that there are violations of laws and regulations, I undertake to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.</p> <p>4、在全部業績補償義務履行完畢前，本人如需要出質本次交易所取得且按分期解鎖約定已解鎖的股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本人承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應至遲於質押協議簽訂當日將相關質押事項書面通知上市公司。</p> <p>5、如本次交易因涉嫌所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證券監督管理委員會立案調查的，在調查結論明確以前，本人不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本人向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本人的身份信息和賬戶信息並申請鎖定，董事會未向證券交易所和登記結算公司報送本人的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本人承諾鎖定股份自願用於相關投資者賠償安排。</p>						



## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparty of Reorganisation (Qingdao Eternal)	<p>6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.</p> <p>6、若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。</p> <p>Undertaking in relation to share lock-up</p> <p>The Counterparty of Reorganisation (Qingdao Eternal) undertakes:</p> <p>1. The company shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lockup period, for the shares of the Listed Company acquired under the Asset Acquisition by way of Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement:</p> <p>1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of the company corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>2nd phase: If the company has fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>3rd phase: If the company has fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p>	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period			
	股份限售	本次重組交易對方(青島艾特諾)	<p>關於股份鎖定的承諾</p> <p>本次重組交易對方(青島艾特諾)承諾：</p> <p>1、本公司因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓；前述鎖定期屆滿後，本次發行股份及支付現金購買資產項下取得的上市公司股份，按照下述安排分期解鎖：</p> <p>第一期：自本次重組發行完成日起滿12個月且本公司在《業績補償協議》及補充協議(以下合稱「《業績補償協議》」)項下就2021年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p> <p>第二期：本公司在《業績補償協議》項下就2022年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p> <p>第三期：本公司在《業績補償協議》項下就2023年度對應的補償義務(如有)已履行完畢的，本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；</p>	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿			

# Section 8 Important Matters

## 第八節 重要事項



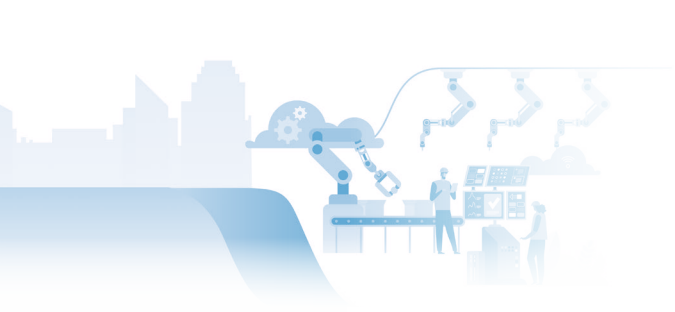
### I. Fulfillment of Undertakings (Continued)

#### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

### 一、承諾事項履行情況(續)

#### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>4th phase: If the company has fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked. The company warrants that it will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by it through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.</p> <p>2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority.</p> <p>3. The company undertakes that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be used in priority to satisfy the performance compensation obligations. The company undertakes not to avoid the compensation obligations by any means including share pledges.</p> <p>第四期：本公司在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，本公司本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。本公司保證，對於本公司通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本公司不會設定任何質押或其他權利負擔。</p> <p>2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。</p> <p>3、本公司承諾本次交易中取得的上市公司股份將嚴格遵守限售期限制，並優先用於履行業績補償義務。本公司承諾不通過包括質押股份在內的任何方式逃廢補償義務。</p>						



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>4. Before completion of performance compensation obligations, if the company needs to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), the company undertakes to inform the pledgee in writing that the shares to be pledged are subject to potential performance compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.</p> <p>4、在業績補償義務履行完畢前，本公司如需要出質本次交易所取得股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本公司承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應至遲於質押協議簽訂當日將相關質押事項書面通知上市公司。</p>						

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, the company shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors of JINGCHENG MAC, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lockup on the company's behalf. If the lock-up application is not submitted within two trading days, the Board of Directors is authorized to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lockup the relevant shares. If the investigation concludes that there are violations of laws and regulations, the company undertakes to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.

6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.

5、如本次交易因涉權所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證券監督管理委員會立案調查的，在調查結論明確以前，本公司不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本公司向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息並申請鎖定；董事會未向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本公司承諾鎖定股份自願用於相關投資者賠償安排。

6、若違反上述承諾，本公司將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本公司將以自有資金對上市公司全額賠償。

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Lock-up	Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan) undertake: 1. The shares of the Listed Company acquired by me in the Transactions shall not be transferred within 12 months from the Issuance Completion date of the Reorganisation. 2. During the above-mentioned share lock-up period, the additional Listed Company's shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up period. In case the lockup period as required by regulatory opinions or relevant provisions of the securities regulatory authority is longer than the above-mentioned lock-up period or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority. 3. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.	From the date of acquisition of shares in the Transactions shall not until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period			
	股份限售	本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)	關於股份鎖定的承諾 本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)承諾：1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓。2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。3、若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿			

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

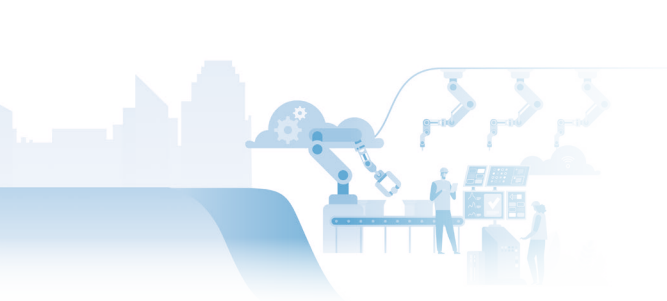
##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. As at the date of this letter of undertaking, I do not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by me through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by me through the Transaction, I will not create any pledge or other encumbrances on the Consideration Shares held by me that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lockup period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period			
	其他	本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)	關於質押對價股份的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)承諾：1、截至本承諾函出具之日，本人不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。2、本人通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。3、對於本人通過本次交易所取得的對價股份，在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前，本人不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿			





## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. As at the date of this letter of undertaking, the company does not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by the company through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by the company through the Transaction, the company will not create any pledge or other encumbrances on the Consideration Shares held by the company that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lock-up period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於質押對價股份的承諾 本次重組交易對方(青島艾特諾)承諾: 1、截至本承諾函出具之日, 本公司不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。2、本公司通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。3、對於本公司通過本次交易所取得的對價股份, 在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前, 本公司不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	自取得上市公司股份之日起至鎖定期屆滿	是		

## Section 8 Important Matters

### 第八節 重要事項



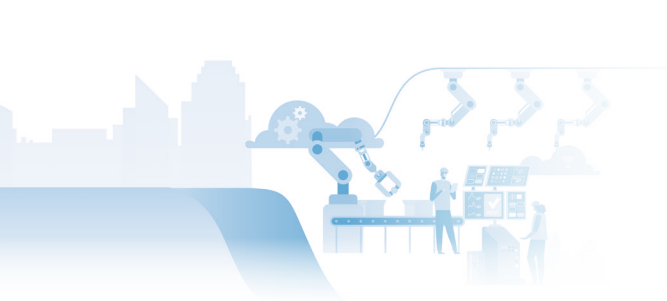
#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking for maintaining the independence of the Listed Company Jingcheng Holding undertakes: Before the Transactions, JINGCHENG MAC is independent of the company. After the completion of the Transactions, the company will continue to maintain the independence of JINGCHENG MAC, follow the five-division and five-independence (五分開、五獨立) principles in business, assets, personnel, finance, and organization and comply with the relevant regulations of the Chinese Securities Regulatory Commission. The company will not cause JINGCHENG MAC to provide unlawful guarantees, will not use the capital of JINGCHENG MAC, and will not form peer competition with JINGCHENG MAC. Once the letter of undertaking is signed, it constitutes an irrevocable legal obligation of the company. If damage is caused to the rights and interests of JINGCHENG MAC and its small and medium shareholders as a result of the company's breach of such undertakings, the company will bear the compensation liabilities by law accordingly.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限責任公司	關於保持上市公司獨立性的承諾 京城機電承諾：本次交易前，京城股份獨立於本公司，本次交易完成後，本公司將繼續保持京城股份的獨立性，在業務、資產、人員、財務、機構上遵循五分開、五獨立的原則，遵守中國證券監督管理委員會有關規定，不利用京城股份違規提供擔保，不佔用京城股份資金，不與京城股份形成同業競爭。本承諾函一經簽署，即構成本公司不可撤銷的法律義務。如出現因本公司違反上述承諾而導致京城股份及其中小股東權益受到損害的情況，本公司將依法承擔相應的賠償責任。	長期	是	長期	是		



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong)	Undertaking for not to seek control of Listed Company The Counterparties of Reorganisation (17 natural persons including Li Hong) undertake: 1. Since I became a shareholder of BYTQ, I, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have I entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. I undertake to recognise and respect the status of the controlling shareholder of the Listed Company. I will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will I influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor do I have any plan to recommend or nominate directors and senior management to the Listed Company, nor do I have any specific plan to adjust the composition of the board of directors and senior management of the listed company after the completion of the Reorganisation.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(李紅等17名自然人)	關於不謀求上市公司控制權的承諾 本次重組交易對方(李紅等17名自然人)承諾：1、自本人成為北洋天青股東至今，本人作為北洋天青股東，獨立行使股東表決權，與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形，未簽訂任何一致行動協議，或者實施其他可能約束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。2、本人承諾認可並尊重上市公司的控股股東地位，本人不會通過直接或間接增持上市公司股份、或以所持上市公司股份，單獨或共同謀求上市公司的控制權，亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權；本人亦無向上市公司推薦或提名董事和高級管理人員的計劃，對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking for not to seek control of Listed Company The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. Since the company became a shareholder of BYTQ, the company, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have the company entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. The company undertakes to recognise and respect the status of the controlling shareholder of the Listed Company. The company will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will the company influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor does the company have any plan to recommend or nominate directors and senior management to the Listed Company, nor does the company have any specific plan to adjust the composition of the board of directors and senior management of the Listed Company after the completion of the Reorganisation.	Long term	Yes	Long term	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於不謀求上市公司控制權的承諾 本次重組交易對方(青島艾特諾)承諾：1、自本企業成為北洋天青股東至今，本企業獨立行使北洋天青股東表決權，與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形，未簽訂任何一致行動協議、或者實施其他可能約束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。2、本企業承諾認可並尊重上市公司的控股股東地位，本企業及本企業的實際控制人陶峰不會通過直接或間接增持上市公司股份、或以所持上市公司股份，單獨或共同謀求上市公司的控制權，亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權；本企業亦無向上市公司推薦或提名董事和高級管理人員的計劃，對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	是	長期	是		

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking for replenishing the diluted immediate return Jingcheng Holding undertakes: In any event, the company will not act ultra vires to intervene in the operation and management activities of JINGCHENG MAC, and will not infringe on the interests of JINGCHENG MAC. The company will effectively perform the obligations as the Controlling Shareholder, perform its duties faithfully and diligently, and safeguard the legal rights and interests of JINGCHENG MAC and its shareholders as whole. From the date of issue of the undertaking letter to the completion of the Transactions of JINGCHENG MAC, if the China Securities Regulatory Commission makes other new regulatory requirements on replenishment return measures and its undertakings, and the above-mentioned undertakings cannot meet the requirements of the CSRC, the company undertakes that it will then issue a supplementary undertaking in accordance with the latest regulations of the CSRC. If the company violates or fails to fulfill the above undertakings, the company will: 1. publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; 2. within 5 working days from the date of confirming the breach of the above-mentioned undertakings, terminate to receive dividends as a shareholder of JINGCHENG MAC, and JINGCHENG MAC shares held by the company shall not be transferred until the company fulfills its undertaking or its breach of undertaking is eliminated; 3. if the Company fails to perform the above undertakings for reasons other than force majeure, and fails to provide appropriate and reasonable explanations, the gains obtained by the company therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require the Company to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains.	Long term	Yes	Long term	Yes		
	其他	大股東北京京城機電控股有限公司	填補被攤薄即期回報措施的承諾 京城機電承諾：在任何情形下，本公司均不會越權干預京城股份的經營管理活動，不會侵佔京城股份的權益，本公司將切實履行控股股東的義務，忠實、勤勉地履行職責，維護京城股份和全體股東的合法權益。自承諾函出具日至京城股份本次交易完成前，若中國證券監督管理委員會作出關於填補回報措施及其承諾的其他新的監管規定的，且上述承諾不能滿足證監會該等規定時，本公司承諾屆時將按照證監會的最新規定出具補充承諾。若本公司違反或不履行上述承諾，則本公司：1、將在京城股份股東大會及中國證券監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉；2、在確認違反上述承諾之日起5個工作日內，停止在京城股份處領取股東分紅，同時本公司持有的京城股份股份不得轉讓，直至本公司實際履行承諾或違反承諾事項消除；3、若因非不可抗力原因致使本公司未履行上述承諾，且又無法提供正當合理的說明的，則本公司因此而獲得的收益均歸京城股份所有，京城股份有權要求本公司於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Directors and senior management of the Listed Company	Undertaking for replenishing the diluted immediate return Directors and senior management of the Listed Company undertake: 1. Not to transfer benefits to other entities or individuals at nil consideration or under unfair terms, and not to damage the interests of JINGCHENG MAC in other ways; 2. To restrain the duty consumption behavior; 3. Undertake not to utilize the assets of JINGCHENG MAC to engage in investment and consumption activities which are unrelated to the performance of duties; 4. That the remuneration system formulated by the Board of Directors or the remuneration committee will be linked to the implementation of the replenishment return measures of JINGCHENG MAC; 5. That if JINGCHENG MAC implements equity incentives, the exercise conditions for equity incentives of JINGCHENG MAC to be announced will be linked to the implementation of the replenishment return measures of JINGCHENG MAC. If I violate or fail to fulfill the above undertakings, I: 1. will publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; 2. within 5 working days from the date of confirming the breach of the abovementioned undertakings, terminate to receive remuneration, allowance (if any) and bonus (if any) as a shareholder of JINGCHENG MAC, and shares of JINGCHENG MAC (if any) held by me shall not be transferred until I fulfill effectively my undertaking or my breach of undertaking is eliminated; 3. if I fail to perform the above undertakings for reasons other than force majeure, and fail to provide appropriate and reasonable explanations, the gains obtained by me therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require me to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains.	Long term	Yes	Long term	Yes		
	其他	上市公司董事、高級管理人員	填補被攤薄即期回報措施的承諾 上市公司董事、高級管理人員承諾：1、承諾不無償或以不公平條件向其他單位或者個人輸送利益，也不採用其他方式損害京城股份利益；2、承諾對本人的職務消費行為進行約束；3、承諾不動用京城股份資產從事與履行職責無關的投資、消費活動；4、承諾由董事會或薪酬委員會制定的薪酬制度與京城股份填補回報措施的執行情況相掛鉤；5、如京城股份實施股權激勵，承諾擬公佈的京城股份股權激勵的行權條件與京城股份填補回報措施的執行情況相掛鉤。若本人違反或不履行上述承諾，則本人：1、將在京城股份股東大會及中國證券監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉；2、在確認違反上述承諾之日起5個工作日內，停止在京城股份處領取薪酬、津貼(如有)及股東分紅(如有)，同時本人持有的京城股份股份(如有)不得轉讓，直至本人實際履行承諾或違反承諾事項消除；3、若因非不可抗力原因致使本人未履行上述承諾，且又無法提供正當合理之說明的，則本人因此而獲得的收益均歸京城股份所有，京城股份有權要求本人於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。	長期	是	長期	是		



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Solving the issues concerning competition in the same industry	解決同業競爭	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding avoidance of peer competition Jingcheng Holding undertakes: 1. Unless the company no longer directly or indirectly holds the shares of JINGCHENG MAC, the company and the enterprises effectively controlled or influenced significantly by the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. 2. If the company breaches the agreement in item 1 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time.	Long term	Yes	Long term	Yes		
		大股東北京京城機電控股有限責任公司	關於避免同業競爭的承諾 京城機電承諾：1、除非本公司不再直接或間接持有京城股份的股份，否則本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動，也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。2、若本公司因違反上述第1項之約定給京城股份及其子公司造成損失的，則本公司將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項

#### 一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Solving the issues concerning competition in the same industry	Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing)	Undertaking regarding avoidance of peer competition Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing) undertake: 1. I and the other enterprises effectively controlled or influenced significantly by me currently do(es) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period I directly or indirectly hold the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by me and I shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. I and the enterprises effectively controlled or influenced significantly by me have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by me and I and BYTQ, I shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to me and the enterprises effectively controlled or influenced significantly by me. 3. If I breach the agreement in item 1 and item 2 above, I shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by me in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if I breach the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, I will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, my irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which I am no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	Yes	Long term	Yes		
	解決同業競爭	本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉暉、趙慶)	關於避免同業競爭的承諾 本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉暉、趙慶)承諾: 1、本人及本人控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。2、本人直接或間接持有京城股份的股份期間, 本人及本人擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動, 也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本人及本人擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會, 而該業務機會可能直接或間接導致本人及本人擁有實際控制權或重大影響的企業與北洋天青產生同業競爭, 本人應於發現該業務機會後立即通知北洋天青, 並盡最大努力促使該業務機會按不劣於提供給本人及本人擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。3、若本人違反上述第1項和第2項之約定的, 則本人應將通過本次交易取得之京城股份的股份無償退還予京城股份, 京城股份將依據內部決策程序註銷本人退還之股份(有關股份已轉讓的, 應將轉讓所得價款返還); 若本人因違反上述第1項和第2項之約定給京城股份及其子公司造成損失的, 則本人還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署, 即構成本人不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本人不再為京城股份的直接或間接股東之日止。	長期	是	長期	是		

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Solving the issues concerning competition in the same industry	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking regarding avoidance of peer competition Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. The company and the other enterprises effectively controlled or influenced significantly by the company currently do(es) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period the company directly or indirectly holds the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by the company and the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. The company and the enterprises effectively controlled or influenced significantly by the company have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by the company and the company and BYTQ, the company shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to the company and the enterprises effectively controlled or influenced significantly by the company. 3. If the company breaches the agreement in item 1 and item 2 above, the company shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by the company in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if the company breaches the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, the company's irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which the company is no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	Yes	Long term	Yes		
解決同業競爭	本次重組交易對方(青島艾特諾)	關於避免同業競爭的承諾	本次重組交易對方(青島艾特諾)承諾: 1、本公司及本公司控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。2、本公司直接或間接持有京城股份的股份期間,本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動,也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本公司及本公司擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會,而該業務機會可能直接或間接導致本公司及本公司擁有實際控制權或重大影響的企業與北洋天青產生同業競爭,本公司應於發現該業務機會後立即通知北洋天青,並盡最大努力促使該業務機會按不劣於提供給本公司及本公司擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。3、若本公司違反上述第1項和第2項之約定的,則本公司應將通過本次交易取得之京城股份的股份無償返還予京城股份,京城股份將依據內部決策程序註銷本公司返還之股份(有關股份已轉讓的,應將轉讓所得價款返還);若本公司違反上述第1項和第2項之約定給京城股份及其子公司造成損失的,則本公司還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署,即構成本公司不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本公司不再為京城股份的直接或間接股東之日止。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Settlement of connected transactions	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding reduction and regulation of related party transactions Jingcheng Holding undertakes: 1. After the completion of the Transactions, the company and other companies and other related parties effectively controlled or significantly influenced by the company, excluding JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC) will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries. For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules, and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. 2 The company guarantees that it will strictly follow the relevant laws and regulations, the rules and regulatory documents issued by the China Securities Regulatory Commission, the relevant rules issued by the Shanghai Stock Exchange, and the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" to exercise its rights as a shareholder and fulfill its obligations as a shareholder. The company will not seek improper benefits through its position as Controlling Shareholder, and will not damage the legal rights and interests of JINGCHENG MAC and its small and medium shareholders. If the company breaches the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its small and medium shareholders, the company will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	Long term	Yes		
	解決關聯交易	大股東北京京城機電控股有限公司	關於減少及規範關聯交易的承諾 京城機電承諾：1、在本次交易完成後，本公司及本公司擁有實際控制權或重大影響的除京城股份及其控股子公司(包括擬變更為京城股份控股子公司的北洋天青)外的其他公司及其他關聯方將盡量避免與京城股份及其控股子公司之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有償的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。2、本公司保證嚴格按照有關法律法規、中國證券監督管理委員會頒佈的規章和規範性文件、上海證券交易所頒佈的相關規則及《北京京城機電股份有限公司章程》等的規定，依法行使股東權利、履行股東義務，不利用控股股東的地位謀取不當的利益，不損害京城股份及其中小股東的合法權益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其中小股東造成損失，本公司將依法承擔相應的賠償責任。	長期	是	長期	是		

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Settlement of connected transactions	Directors, supervisors and senior management of the Listed Company	Undertaking regarding reduction and regulation of related party transactions Directors, supervisors and senior management of the Listed Company undertake: During the period when I act as a director/supervisor/senior management staff of JINGCHENG MAC, I will not illegally appropriate funds and any other assets of JINGCHENG MAC by any reason and way, and will try my best to avoid having related party transactions between me and enterprises directly or indirectly controlled by me (if any) and JINGCHENG MAC. For unavoidable related party transactions, I will strictly abide by laws and regulations and the provisions on related party transactions in the "Articles of Association" of JINGCHENG MAC; and through the corporate governance and legal decision-making procedures such as the approval at the Board of Directors/general meeting, I will reasonably procure the enterprises directly or indirectly controlled by me (if any) to strictly abide by the "Company Law of the People's Republic of China", the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" and other relevant requirements, and follow the general market transactional rules to conduct related party transactions with JINGCHENG MAC in accordance with laws.	Long term	Yes	Long term	Yes		
	解決關聯交易	上市公司董事、監事、高級管理人員	關於減少及規範關聯交易的承諾 上市公司董事、監事、高級管理人員承諾：本人在作為京城股份董事/監事/高級管理人員期間，本人將不以任何理由和方式非法佔用京城股份的資金及其他任何資產，並盡可能避免本人及本人直接或間接控制的企業(如有)與京城股份之間進行關聯交易。對於不可避免的關聯交易，本人將嚴格遵守法律法規及京城股份《公司章程》中關於關聯交易的規定；且本人將通過董事會或股東會/股東大會等公司治理機構和合法的決策程序，合理影響本人直接或間接控制的企業(如有)嚴格遵守《中華人民共和國公司法》、《北京京城機電股份有限公司章程》等有關規定，並遵照一般市場交易規則，依法與京城股份進行關聯交易。	長期	是	長期	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Settlement of connected transactions	Counterparties of Reorganisation (Huang Xiaofeng, Li Hong)	Undertaking regarding reduction and regulation of related party transactions Counterparties of Reorganisation (Huang Xiaofeng, Li Hong) undertake: After the completion of the Transactions, other companies and other related parties effectively controlled or significantly influenced by me and I will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC). For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. If I breach the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its shareholders and the subsidiaries of JINGCHENG MAC, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	Yes	Long term	Yes		
	解決關聯交易	本次重組交易對方(黃曉峰、李紅)	關於減少及規範關聯交易的承諾 本次重組交易對方(黃曉峰、李紅)承諾：在本次交易完成後，本人及本人擁有實際控制權或重大影響的企業及其他關聯方將盡量避免與京城股份及其控股子公司(包括擬變更為京城股份控股子公司之北洋天青)之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有償的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其股東、京城股份子公司造成損失的，本人將依法承擔相應的賠償責任。	長期	是	長期	是		



## Section 8 Important Matters

### 第八節 重要事項

#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Settlement of connected transactions		Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai	Undertaking regarding reduction and regulation of related party transactions Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai undertake: Unless otherwise agreed in writing by the Listed Company, Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai shall continue to work for the Target Company or the Listed Company and perform their due diligence obligations during the performance undertaking period (i.e. the five accounting years of 2020, 2021, 2022, 2023 and 2024, the same below) and for a period of two years from the expiry date of the performance undertaking period as stipulated in the "Share Issue and Cash Payment for Assets Purchase Agreement", "Performance Compensation Agreement" and the supplemental agreements thereto. If I leave my employment with the Target Company on my own initiative without the written consent of the Listed Company before the expiry of the term of office, or if I am dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts prejudicial to the interests of the Target Company or the Listed Company, the Listed Company shall be entitled to hold Party B and Party C liable for the following: (I) Term of employment requirements of Huang Xiaofeng and related undertakings 1. If Huang Xiaofeng leaves his employment on his own initiative before the expiry of the performance undertaking period, or if his employment is terminated by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts prejudicial to the interests of the Target Company or the Listed Company, then Huang Xiaofeng and Li Hong shall compensate the Listed Company for 100% of the consideration received through the transaction.	2 years from the date of issue of the Undertaking to the date of expiry of the Performance Pledge Period	Yes	2 years from the date of issue of the Undertaking to the date of expiry of the Performance Pledge Period	Yes		
解決關聯交易		黃曉峰、李紅、徐炳雷、陽倫勝、英入才	關於減少及規範關聯交易的承諾 黃曉峰、李紅、徐炳雷、陽倫勝、英入才承諾：除上市公司書面同意外，黃曉峰、徐炳雷、陽倫勝及英入才在《發行股份及支付現金購買資產協議》、《業績補償協議》及其補充協議約定的業績承諾期間(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)及業績承諾期屆滿之日起2年內，應當繼續於目標公司或上市公司任職並履行其應盡的勤勉盡責義務，如任期屆滿前未經上市公司書面同意主動向目標公司離職，或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，上市公司有權要求乙方和丙方承擔如下補償責任： (一)黃曉峰的任職期限要求及相關承諾 1、黃曉峰在業績承諾期屆滿前主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則黃曉峰及李紅應當以其通過本次交易獲得對價的100%向上市公司進行補償。	自承諾出具之日起至業績承諾期屆滿之日起2年	是	自承諾出具之日起至業績承諾期屆滿之日起2年	是		

## Section 8 Important Matters

### 第八節 重要事項



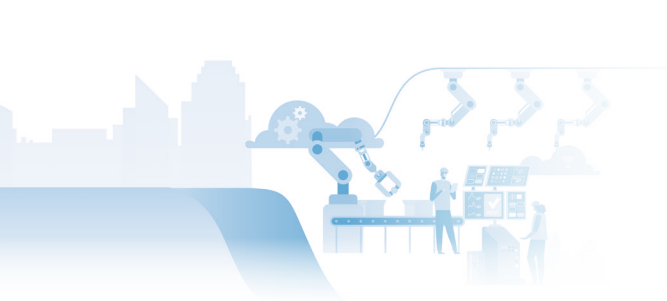
#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>2. If Huang Xiaofeng's employment is terminated by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being less than one year from the date of expiry of the performance pledge period, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 40% of the consideration received through the transaction.</p> <p>3. If Huang Xiaofeng or Li Hong has been dismissed by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being more than 1 year but less than 2 years after the expiry date of the performance undertaking, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 20% of the consideration received through the transaction.</p> <p>(II) Term of employment requirements of Xu Binglei, Yang Lunsheng and Ying Rucai and related undertakings</p> <p>1. If Xu Binglei, Yang Lunsheng or Ying Rucai leave the Company on their own initiative before the expiry of the Performance Pledge Period, or if they are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts detrimental to the interests of the Target Company or the Listed Company, they shall compensate the Listed Company for 100% of the consideration received through the Transaction.</p>						
			<p>2、黃曉峰因主動離職、或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起不滿1年的，黃曉峰及李紅應當以其通過本次交易獲得對價的40%向上市公司進行補償。</p> <p>3、黃曉峰因主動離職、或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起已滿1年不滿2年的，黃曉峰及李紅應當以其通過本次交易獲得對價的20%向上市公司進行補償。</p> <p>(二)徐炳雷、陽倫勝、英入才在業績承諾期屆滿前主動離職，或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則其本人應當以其通過本次交易獲得對價的100%向上市公司進行補償。</p>						



## Section 8 Important Matters

### 第八節 重要事項

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>2. If Xu Binglei, Yang Lunsheng or Ying Rucai resign on their own initiative or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in their term of office being less than one year from the date of expiry of the performance undertaking period, they shall personally compensate the Listed Company at 40% of the consideration received through the Transaction.</p> <p>3. If Xu Binglei, Yang Lunsheng and Ying Rucai leave their positions on their own initiative, or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts that are detrimental to the interests of the Target Company or the Listed Company, and as a result, their term of office has expired for over one year but less than two years from the date of expiry of the Performance Pledge Period, they shall compensate the Listed Company for 20% of the consideration received through the Transaction. If Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai have caused serious losses to the Target Company or the Listed Company as a result of malpractice or other acts intentionally prejudicial to the interests of the Target Company or the Listed Company, they shall, in addition to fulfilling the above compensation obligations, be liable for full compensation for the losses caused.</p>						
			<p>2、徐炳雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任期期限自業績承諾期屆滿之日起不滿1年的，其本人應當以其通過本次交易獲得對價的40%向上市公司進行補償。</p> <p>3、徐炳雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任期期限自業績承諾期屆滿之日起已滿1年不滿2年的，其本人應當以其通過本次交易獲得對價的20%向上市公司進行補償。黃曉峰、徐炳雷、陽倫勝及英入才因營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失的，除履行上述補償義務外，還應對其所造成的損失承擔全額賠償責任。</p>						

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

#### 一、承諾事項履行情況(續)

##### (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong), Huang Xiaofeng, Tao Feng	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparties of Reorganisation (17 natural persons including Li Hong), Huang Xiaofeng, Tao Feng undertake: Firstly, I will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if I am required to undertake cash compensation/compensation obligations to the Listed Company, I will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performance (i.e. Li Hong, Zhao Qing, Qingdao Eternal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes		
	其他	本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰	關於上市公司第二期現金對價抵扣事宜的承諾 本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰承諾：第一，本人將嚴格按照交易協議約定履行相應責任和義務，如需向上市公司承擔現金補償/賠償義務的，本人將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務；第二，上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內，如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉輝和錢雨嬌，下同)須向上市公司支付附加業績補償金的情形，上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿，如業績承諾方無須向上市公司支付附加業績補償金，則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有)，不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日至業績承諾期限屆滿且補償義務履行完畢	是	自承諾出具之日至業績承諾期限屆滿且補償義務履行完畢	是		

## I. Fulfillment of Undertakings (Continued)

## (i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

## 一、承諾事項履行情況(續)

## (一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date of undertaking	Whether there is a deadline for performance	During of undertaking	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間	是否有履行期限	承諾期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparty of Reorganisation (Qingdao Eternal) undertakes: Firstly, we will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if the company is required to undertake cash compensation/compensation obligations to the Listed Company, we will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performances (i.e. Li Hong, Zhao Qing, Qingdao Eternal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於上市公司第二期現金對價抵扣事宜的承諾 本次重組交易對方(青島艾特諾)承諾：第一，本公司將嚴格按照交易協議約定履行相應責任和義務，如需向上市公司承擔現金補償/賠償義務的，本公司將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務；第二，上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內，如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉輝和錢雨嫣，下同)須向上市公司支付附加業績補償金的情形，上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿，如業績承諾方無須向上市公司支付附加業績補償金，則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有)，不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日起至業績承諾期屆滿且補償義務履行完畢	是	自承諾出具之日起至業績承諾期屆滿且補償義務履行完畢	是		

## Section 8 Important Matters

### 第八節 重要事項



#### I. Fulfillment of Undertakings (Continued)

##### (ii) There have been profit forecast for the assets or projects of the Company and the Reporting Period is still in the period of profit forecast, explanations as to whether the profit forecast has been met and its reasons

☒ Yes ☐ No ☐ Not applicable

During the Reporting Period, BYTQ (as the guarantors of performance) has undertook to make a committed net profit of RMB27.5 million, RMB38 million, RMB41 million, RMB43 million and RMB46 million in 2020, 2021, 2022, 2023 and 2024, respectively, which are determined according to the principle on the lower of the net profit attributable to the owner of the parent company before and after the deduction of non-recurring gains and losses.

As specifically audited by WUYIGE Certified Public Accountants LLP, the audited net profit after the deduction of non-recurring gains and losses of BYTQ for 2024 was RMB50,066,300.

BYTQ completed its performance commitment of RMB46,000,000 in 2024, with a completion rate of 108.84%, and BYTQ was not required to make any performance compensation.

##### (iii) Completion of results undertakings and the impact on goodwill impairment testing

☒ Applicable ☐ Not Applicable

No impact on goodwill impairment testing was involved.

#### II. Non-operating funds occupied by Controlling Shareholders and other related parties during the Reporting Period

☐ Applicable ☒ Not applicable

#### III. Illegal guarantee

☐ Applicable ☒ Not applicable

#### IV. Explanation of the Board of the Company on "Modified Auditors' Report" issued by the auditors

☐ Applicable ☒ Not applicable

#### V. Analysis and explanation of the Company on the reasons and impact of the change in accounting policy, accounting estimates or correction of significant accounting errors

##### (i) Analysis and explanation of the Company on the reasons and impact of the change in accounting policy and accounting estimates

☐ Applicable ☒ Not applicable

##### (ii) Analysis and explanation of the Company on the reasons and impacts of the correction of significant accounting errors

☐ Applicable ☒ Not applicable

#### 一、承諾事項履行情況(續)

##### (二) 公司資產或項目存在盈利預測，且報告期仍處在盈利預測期間，公司就資產或項目是否達到原盈利預測及其原因作出說明

☒ 已達到 ☐ 未達到 ☐ 不適用

報告期內，北洋天青作為業績承諾方，其承諾在2020年、2021年、2022年、2023年和2024年，按照扣除非經常性損益前後歸屬於母公司所有者的淨利潤孰低原則確定的承諾淨利潤分別為人民幣2,750萬元、人民幣3,800萬元、人民幣4,100萬元、人民幣4,300萬元和人民幣4,600萬元。

經大信會計師事務所(特殊普通合夥)業績承諾專項審核，北洋天青2024年度實現的經審計的扣除非經常性損益後的淨利潤為人民幣5,006.63萬元。

北洋天青2024年度完成業績承諾人民幣4,600萬元，達成率108.84%，北洋天青無需進行業績補償。

##### (三) 業績承諾的完成情況及其對商譽減值測試的影響

☒ 適用 ☐ 不適用

不涉及對商譽減值測試的影響。

#### 二、報告期內控股股東及其他關聯方非經營性佔用資金情況

☐ 適用 ☒ 不適用

#### 三、違規擔保情況

☐ 適用 ☒ 不適用

#### 四、公司董事會對會計師事務所「非標準意見審計報告」的說明

☐ 適用 ☒ 不適用

#### 五、公司對會計政策、會計估計變更或重大會計差錯更正原因和影響的分析說明

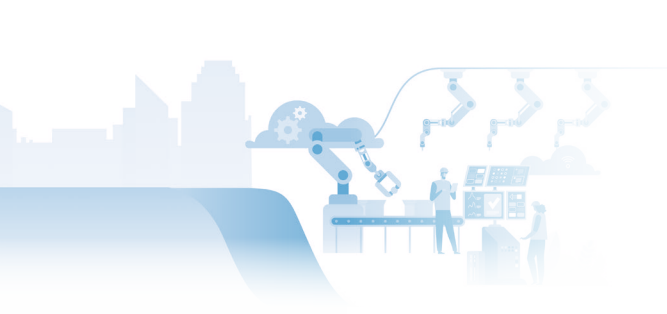
##### (一) 公司對會計政策、會計估計變更原因及影響的分析說明

☐ 適用 ☒ 不適用

##### (二) 公司對重大會計差錯更正原因及影響的分析說明

☐ 適用 ☒ 不適用





## Section 8 Important Matters

### 第八節 重要事項

#### V. Analysis and explanation of the Company on the reasons and impact of the change in accounting policy, accounting estimates or correction of significant accounting errors

#### 五、公司對會計政策、會計估計變更或重大會計差錯更正原因和影響的分析說明(續)

(Continued)

##### (iii) Communication with previous accounting firm

☐ Applicable ☒ Not applicable

##### (三) 與前任會計師事務所進行的溝通情況

☐ 適用 ☒ 不適用

##### (iv) Approval procedures and other descriptions

☐ Applicable ☒ Not applicable

##### (四) 審批程序及其他說明

☐ 適用 ☒ 不適用

#### VI. Appointment and dismissal of accounting firms

#### 六、聘任、解聘會計師事務所情況

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

	Formerly appointed 原聘任	Currently appointed 現聘任
Name of domestic accounting firm (for financial report audit)	ShineWing Certified Public Accountants (Special General Partnership)	WUYIGE Certified Public Accountants LLP
境內會計師事務所名稱(財務報告審計)	信永中和會計師事務所(特殊普通合夥)	大信會計師事務所(特殊普通合夥)
Remuneration of domestic accounting firm (for financial report audit)	1 million	1 million
境內會計師事務所報酬(財務報告審計)	100萬	100萬
Number of years of audit by domestic accounting firm (for financial report audit)	17 years	1 year
境內會計師事務所審計年限(財務報告審計)	17年	1年
Name of certified public accountant of domestic accounting firm (for financial report audit)	Ma Chuanjun, Guan Huan	Han Xueyan, Wang Peng
境內會計師事務所註冊會計師姓名(財務報告審計)	馬傳軍、關歡	韓雪艷、王鵬
Continuing service year of certified public accountant of domestic accounting firm (for financial report audit)	17 years	1 year
境內會計師事務所註冊會計師審計服務的累計年限(財務報告審計)	17年	1年
Name of domestic accounting firm (for internal control audit)	Da Hua Certified Public Accountants (Special General Partnership)	WUYIGE Certified Public Accountants LLP
境內會計師事務所名稱(內部控制審計)	大華會計師事務所(特殊普通合夥)	大信會計師事務所(特殊普通合夥)
Remuneration of domestic accounting firm (for internal control audit)	0.35 million	0.36 million
境內會計師事務所報酬(內部控制審計)	35萬	36萬
Number of years of audit by domestic accounting firm (for internal control audit)	7 years	1 year
境內會計師事務所審計年限(內部控制審計)	7年	1年
Name of certified public accountant of domestic accounting firm (for internal control audit)	Zhang Xinfa, Wang Jiatong	Han Xueyan, Wang Peng
境內會計師事務所註冊會計師姓名(內部控制審計)	張新發、王佳彤	韓雪艷、王鵬
Continuing service year of certified public accountant of domestic accounting firm (for internal control audit)	7 years	1 year
境內會計師事務所註冊會計師審計服務的累計年限(內部控制審計)	7年	1年

##### Description of appointment and dismissal of accounting firms

☒ Applicable ☐ Not applicable

##### 聘任、解聘會計師事務所的情況說明

☒ 適用 ☐ 不適用

## Section 8 Important Matters

### 第八節 重要事項



#### VI. Appointment and dismissal of accounting firms (Continued)

##### (1) Former accounting firms and audit opinion of the previous year

The Company's former auditing agencies ShineWing Certified Public Accountants (Special General Partnership) ("ShineWing") and Da Hua Certified Public Accountants (Special General Partnership) ("Da Hua") provided audit services to the Company for more than 10 years and for 7 years respectively. The audit opinion for the Company's 2023 financial report was a standard unqualified opinion. The Company did not terminate the contract with any of its former accounting firms after engaging it to carry out part of the audit work.

##### (2) Reasons for the change of accounting firms

The Company's former auditors exceeded the maximum term for a company to engage an accounting firm consecutively as stipulated in the "Administrative Measures for the Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies" issued by the Ministry of Finance, the State-owned Assets Supervision and Administration Commission of the State Council and the CSRC. In order to maintain the independence, objectiveness and fairness of the audit work of the Company while taking into account the business development needs of the Company, the Company engaged WUYIGE Certified Public Accountants LLP ("WUYIGE") as its auditor for the year of 2024 after the completion of a public tender process.

##### (3) Communication between the Company, its former and current accounting firms

The Company fully communicated with its former accounting firms in respect of the change in accounting firms. Its former accounting firms had no objection to the change and confirmed that there was no other matter relating to the change of accounting firms that needed to be brought to the attention of the shareholders and the investors of the Company. The former and current accounting firms of the Company will actively communicate and cooperate with each other in accordance with the "China Auditing Standards for Certified Public Accountants No. 1153 – Communication between a Certified Public Accountant and Its Successor" and other relevant requirements.

##### (4) Performance of duties by the audit committee of the Board

After conducting a serious audit and evaluation on the professional competence, investor protection capability, independence and integrity of WUYIGE, the audit committee of the eleventh session of the Board of the Company was of the view that WUYIGE possesses the professional qualifications to engage in audit work, has experience in performing securities service business and is capable of meeting the requirements of the Company's audit work. The Company considered and approved the "Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and Internal Control Audit for 2024" and agreed to submit the resolution to the Board for consideration.

#### 六、聘任、解聘會計師事務所情況

(續)

##### (一) 前任會計師事務所情況及上年度審計意見

公司原審計機構信永中和會計師事務所(特殊普通合夥)(以下簡稱「信永中和」)為公司提供審計服務已超過10年、大華會計師事務所(特殊普通合夥)(以下簡稱「大華」)為公司提審計服務已7年。公司2023年度財務報告的審計意見類型為標準無保留意見。公司不存在已委託前任會計師事務所開展部分審計工作後解聘前任會計師事務所的情況。

##### (二) 擬變更會計師事務所原因

根據財政部、國務院國資委及證監會《國有企業、上市公司選聘會計師事務所管理辦法》，公司原聘任的會計師事務所為公司服務年限已超過規定的連續聘用會計師事務所最長年限。為保持公司審計工作的獨立性、客觀性、公允性，結合公司業務發展需求，經公開招標，公司擬聘任大信會計師事務所(特殊普通合夥)(以下簡稱「大信」)為2024年度審計機構。

##### (三) 上市公司與前後任會計師事務所的溝通情況

公司已就變更會計師事務所有關事宜與原聘任會計師事務所進行了充分溝通，原聘任會計師事務所對變更事宜無異議，並確認無任何有關變更會計師事務所的事宜須提請公司股東和投資者注意。前後任會計師事務所將按照《中國註冊會計師審計準則第1153號—前任註冊會計師和後任註冊會計師的溝通》和其他有關要求，積極做好溝通及配合工作。

##### (四) 董事會審計委員會的履職情況

公司第十一屆董事會審計委員會已對大信的專業勝任能力、投資者保護能力、獨立性和誠信狀況等進行了認真審核和評價，認為大信具備從事審計工作的專業資質，具有執行證券服務業務的經驗，能夠滿足公司審計工作的要求，審議通過了《關於審議選聘2024年度財務報表審計及內部控制審計項目審計機構的議案》，並同意將該議案提交公司董事會審議。

## VI. Appointment and dismissal of accounting firms (Continued)

## (5) Deliberation and voting by the Board

At the sixth extraordinary meeting of the eleventh session of the Board of the Company, the "Resolution in relation to the Selection and Appointment of Auditor for the Financial Statements Audit and the Internal Control Audit for 2024" was considered and approved, and shall be submitted to the 2023 annual general meeting of the Company for the authorisation of the Board to enter into a letter of appointment and determine its remuneration. Mr. Xiong Jianhui, being a connected Director, abstained from voting on the resolution. The number of valid votes for the resolution was 10 affirmative votes, 0 dissenting vote and 0 abstention vote. After considering and approving the resolution, the Board agreed to appoint WUYIGE as the Company's auditor for its 2024 annual financial report and the internal control audit report in the financial report and agreed to submit the resolution to the 2023 annual general meeting for consideration.

## (6) Effective date

The engagement came into effect from the date of the Company's 2023 annual general meeting (i.e. 27 June 2024) when the relevant resolution was considered and approved.

## Description of change of accounting firms during the audit period

☐ Applicable ☒ Not applicable

## Description of the decrease of audit fees by more than 20% (including 20%) compared with the previous year

☐ Applicable ☒ Not applicable

## VII. Risk for delisting

## (i) Reason for delisting risk warning

☐ Applicable ☒ Not applicable

## (ii) Countermeasures to be adopted by the Company

☐ Applicable ☒ Not applicable

## (iii) Possible termination of listing and reason thereof

☐ Applicable ☒ Not applicable

## VIII. Matters relating to bankruptcy and reorganization

☐ Applicable ☒ Not applicable

## IX. Material litigations and arbitrations

☐ The Company had material litigations and arbitrations during the year  
☒ The Company had no material litigations or arbitrations during the year

## X. Punishment and Rectification against Listed Company and its Directors, Supervisors, Senior management, Controlling Shareholders and beneficial controller

☐ Applicable ☒ Not applicable

## 六、聘任、解聘會計師事務所情況

(續)

## (五) 董事會的審議和表決情況

公司第十一屆董事會第六次臨時會議審議《關於審議選聘2024年度財務報表審計及內部控制審計項目審計機構的議案》，並提請股東週年大會授權董事會負責與其簽署聘任協議以及決定其酬金的事項》，關聯董事熊建輝先生迴避表決，該議案有效表決10票，董事會以10票同意，0票反對，0票棄權審議通過了該議案，同意聘任大信為公司2024年度財務報告及財務報告內部控制審計報告的審計機構，並同意提交2023年年度股東大會審議。

## (六) 生效日期

本次聘請自公司2023年年度股東大會審議通過之日(2024年6月27日)起生效。

## 審計期間改聘會計師事務所的情況說明

☐ 適用 ☒ 不適用

## 審計費用較上一年度下降20%以上(含20%)的情況說明

☐ 適用 ☒ 不適用

## 七、面臨退市風險的情況

## (一) 導致退市風險警示的原因

☐ 適用 ☒ 不適用

## (二) 公司擬採取的應對措施

☐ 適用 ☒ 不適用

## (三) 面臨終止上市的情況和原因

☐ 適用 ☒ 不適用

## 八、破產重整相關事項

☐ 適用 ☒ 不適用

## 九、重大訴訟、仲裁事項

☐ 本年度公司有重大訴訟、仲裁事項  
☒ 本年度公司無重大訴訟、仲裁事項

## 十、上市公司及其董事、監事、高級管理人員、控股股東、實際控制人涉嫌違法違規、受到處罰及整改情況

☐ 適用 ☒ 不適用

# Section 8 Important Matters

## 第八節 重要事項



### XI. Description of the reputation of the Company and its Controlling Shareholders, beneficial controller during the Reporting Period

☐ Applicable ☒ Not applicable

### 十一、報告期內公司及其控股股東、實際控制人誠信狀況的說明

☐ 適用 ☒ 不適用

### XII. Material connected transactions

### 十二、重大關聯交易

#### (i) Connected transactions related to daily operation

#### (一) 與日常經營相關的關聯交易

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
☒ Applicable ☐ Not applicable

- 1、已在臨時公告披露且後續實施無進展或變化的事項

☒ 適用 ☐ 不適用

Summary of matter  
事項概述

Index for enquiry  
查詢索引

On 28 June 2024, Beijing Tianhai, a wholly-owned subsidiary of the Company, intended to acquire 3 sets of precision numerical control machine tools produced by BYJC, a related party, to meet its production needs, and the total price of the 3 sets of precision numerical control machine tools is RMB3.50 million.

The website of the SSE ([www.sse.com.cn](http://www.sse.com.cn)) and the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk))

Jingcheng Holding holds 44.87% equity interest in the Company and is the controlling shareholder of the Company and a connected person of the Company under the Listing Rules of the Stock Exchange. As Jingcheng Machinery Electric holds all the equity interest in BYJC and is the controlling shareholder of BYJC, BYJC is an associate of Jingcheng Machinery Electric and a connected person of the Company. Accordingly, this transaction constitutes a connected transaction of the Company under the Listing Rules of the Stock Exchange.

On 28 June 2024, the Company convened the eighth extraordinary meeting of the eleventh session of the Board and the eleventh meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to Connected Transactions related to the Acquisition of Precision Numerical Control Machine Tools of BYJC by Tianhai Industry" was considered and approved. The resolution was considered and approved by the 2024 second meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

於2024年6月28日，公司全資子公司北京天海擬採購關聯方北一機床生產的3台精加工數控機床，以滿足生產使用需要，該3台精加工數控機床總價格為人民幣350萬元。

上交所網站([www.sse.com.cn](http://www.sse.com.cn))及聯交所披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))

京城控股持有公司44.87%的股權，為公司控股股東及聯交所證券上市規則下本公司之關連人士。由於京城機電持有北一機床的全部股權，為北一機床的控股股東，北一機床為京城機電之聯繫人及本公司之關連人士。因此，本次交易構成聯交所證券上市規則下公司的關連交易。

2024年6月28日，公司召開第十一屆董事會第八次臨時會議和第十一屆監事會第十一次會議，分別審議通過了《關於天海工業採購北一機床精加工數控機床相關協議暨關聯交易的議案》。公司獨立董事專門會議2024年第二次會議審議通過了該項議案，公司獨立非執行董事發表了同意的事前認可意見及獨立意見。

### XII. Material connected transactions (Continued)

#### (i) Connected transactions related to daily operation (Continued)

##### 1. Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation (Continued)

### 十二、重大關聯交易(續)

#### (一) 與日常經營相關的關聯交易(續)

##### 1、已在臨時公告披露且後續實施無進展或變化的事項(續)

#### Summary of matter 事項概述

#### Index for enquiry 查詢索引

1. On 16 August 2024, Tianhai Industry, a wholly-owned subsidiary of the Company, won a bid for the supply of storage tanks to a business of B&WBC through a tender, with a total contract amount of RMB1,346,530 ("B&WBC Supply Contract"). 2. On 16 August 2024, Tianhai Hydrogen, a wholly-owned subsidiary of the Company, proposed to purchase production line automation equipment from Peitian Company for updating and reforming its production line with a total amount of RMB1,996,656 ("Peitian Procurement Contract").

Jingcheng Machinery Electric holds 44.87% equity interest in the Company and is the controlling shareholder of the Company. Pursuant to Listing Rules of the Stock Exchange, as Jingcheng Machinery Electric is the controlling shareholder (as defined in the Listing Rules of the Stock Exchange) of B&WBC and Peitian Company, both B&WBC and Peitian Company are connected persons of the Company under the Listing Rules of the Stock Exchange. Accordingly, the transactions contemplated under the B&WBC Supply Contract and the Peitian Procurement Contract constitute connected transactions of the Company under the Listing Rules of the Stock Exchange, respectively.

The products involved in the two transactions are not of the same nature and the places where the products are delivered are not the same. Tianhai Industry is the vendor under the B&WBC Supply Contract and Tianhai Hydrogen is the purchaser under the Peitian Procurement Contract, and therefore the Company does not apply the same accounting treatment to the two transactions. Although both B&WBC and Peitian Company are associates (as defined in the Listing Rules of the Stock Exchange) of Jingcheng Machinery Electric, the operations of B&WBC and Peitian Company are not decided by the same connected person. For the aforementioned reasons, the two transactions do not involve splitting of the same project.

As all of the applicable percentage ratios calculated in accordance with the Listing Rules of the Stock Exchange in respect of the transaction contemplated under the B&WBC Supply Contract are less than 0.1%, it is fully exempt from the reporting, announcement, circular and independent shareholders' approval requirements under Rule 14A.76(1)(a) of the Listing Rules of the Stock Exchange.

In addition, as all of the applicable percentage ratios calculated in accordance with the Listing Rules of the Stock Exchange in respect of the transaction contemplated under the Peitian Procurement Contract are less than 5%, and the aggregate transaction amount is less than HK\$3,000,000, it is fully exempt from the reporting, announcement, circular and independent shareholders' approval requirements under Rule 14A.76(1)(c) of the Listing Rules of the Stock Exchange.

On 16 August 2024, the Company convened the fifth meeting of the eleventh session of the Board and the twelfth meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to the Related Party Transactions between the Subsidiaries of the Company and the Subsidiaries of the Controlling Shareholder of the Company" was considered and approved. The resolution was considered and passed at the 2024 third meeting of the special meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

1、於2024年8月16日，公司全資子公司天海工業通過招標方式，競得北京巴威的某業務，向其供應儲罐，總金額為1,346,530元人民幣（「北京巴威供貨合同」）。2、於2024年8月16日，公司全資附屬公司天海氫能擬向配天公司購買生產線自動化設備，用於生產線升級改造，總金額1,996,656元人民幣（「配天公司採購合同」）。

京城機電持有公司44.87%的股權，為公司控股股東。根據聯交所上市規則，由於京城機電為北京巴威和配天公司的控股股東（定義見聯交所上市規則），北京巴威和配天公司均為聯交所上市規則下公司的關連人士。因此，北京巴威供貨合同及配天公司採購合同項下擬進行之交易分別構成聯交所證券上市規則下公司的關連交易。

兩項交易所涉及之產品並不相同，而且交付產品的地方亦不相同。天海工業在北京巴威供貨合同為賣方，而天海氫能在配天公司採購合同為買方，因此公司對兩項交易會計上的處理並不相同。雖然北京巴威及配天公司均為京城機電的聯繫人（定義見聯交所上市規則），但是北京巴威及配天公司的經營並不是由同一關連人士決策。綜上所述，兩項交易並不涉及將同一項目分拆。

由於北京巴威供貨合同項下擬進行之交易按聯交所上市規則計算的所有適用百分比率均低於0.1%，故根據聯交所上市規則第14A.76(1)(a)條可獲全面豁免遵守申報、公告、通函及獨立股東批准的規定。

另外，由於配天公司採購合同項下擬進行之交易按聯交所上市規則計算的所有適用百分比率均低於5%，而總交易金額亦低於300萬港元，故根據聯交所上市規則第14A.76(1)(c)條可獲全面豁免遵守申報、公告、通函及獨立股東批准的規定。

2024年8月16日，公司召開第十一屆董事會第五次會議和第十一屆監事會第十二次會議，分別審議通過了《關於公司子公司與公司控股股東附屬公司相關關聯交易的議案》。公司獨立董事專門會議2024年第三次會議審議通過了該項議案，公司獨立非執行董事發表了同意的董事認可意見及獨立意見。

The website of the SSE ([www.sse.com.cn](http://www.sse.com.cn)) and the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk))

上交所網站([www.sse.com.cn](http://www.sse.com.cn))及聯交所披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))



## Section 8 Important Matters

### 第八節 重要事項

## 十二、重大關聯交易(續)

### (一) 與日常經營相關的關聯交易(續)

## XII. Material connected transactions (Continued)

### (i) Connected transactions related to daily operation

#### (Continued)

#### 1. Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation (Continued)

#### 1、已在臨時公告披露且後續實施無進展或變化的事項(續)

Summary of matter  
事項概述

Index for enquiry  
查詢索引

On 16 August 2024, Beijing Tianhai, a wholly-owned subsidiary of the Company, entered into the Product Sale and Purchase Framework Agreement with Shanghai Sunwise, pursuant to which the Beijing Tianhai Group and the Shanghai Sunwise Group will purchase or sell hydrogen energy products from or to each other from time to time with the term from the effective date of the Product Sale and Purchase Framework Agreement (i.e. upon completion of the Shanghai Sunwise equity transaction) to 31 December 2024.

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Jingcheng Machinery Electric holds 44.87% equity in the Company and is the Company's controlling shareholder, and a connected person of the Company under the Listing Rules of the Stock Exchange. As Jingcheng Machinery Electric holds all the equity interest in Jingcheng Industrial Investment, and, upon the completion of the Shanghai Sunwise equity transaction, Jingcheng Industrial Investment will hold not less than 34.58% equity interest in Shanghai Sunwise. Accordingly, Shanghai Sunwise will become an associate of Jingcheng Machinery Electric and a connected person of the Company. Therefore, such transactions constitute continuing connected transactions of the Company under the Listing Rules of the Stock Exchange.

On 16 August 2024, the Company convened the fifth meeting of the eleventh session of the Board and the twelfth meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd." was considered and approved. The resolution was considered and passed at the 2024 third meeting of the special meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

於2024年8月16日，北京天海(本公司全資附屬公司)與上海舜華訂立產品購銷框架合同，據此，北京天海集團及上海舜華集團分別向對方不時購買或銷售氫能產品，期限自產品購銷框架合同的生效日期(即待上海舜華股權交割完成後)起至2024年12月31日。

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京城機電持有公司44.87%的股權，為公司控股股東及聯交所上市規則下本公司之關連人士。由於京城機電持有京城產投的全部股權，而待上海舜華股權交割完成後，京城產投將持有上海舜華不少於34.58%股權，上海舜華將為京城機電之聯繫人及本公司之關連人士。因此，該等交易將構成聯交所上市規則下本公司的持續關連交易。

2024年8月16日，公司召開第十一屆董事會第五次會議和第十一屆監事會第十二次會議，分別審議通過了《關於公司子公司北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案》。公司獨立董事專門會議2024年第三次會議審議通過了該項議案，公司獨立非執行董事發表了同意的董事認可意見及獨立意見。

As the above-mentioned Product Sale and Purchase Framework Agreement will expire on 31 December 2024, and it was expected that the Beijing Tianhai Group would continue to carry out similar transactions with the Shanghai Sunwise Group, Beijing Tianhai and Shanghai Sunwise entered into the Renewed Product Sale and Purchase Framework Agreement on 6 December 2024, pursuant to which the Beijing Tianhai Group and the Shanghai Sunwise Group will purchase or sell hydrogen energy products from or to each other from time to time for a term of three years from 1 January 2025 to 31 December 2027.

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Jingcheng Machinery Electric holds 44.87% equity in the Company and is the Company's controlling shareholder, and a connected person of the Company under the Listing Rules of the Stock Exchange. As Jingcheng Machinery Electric holds all the equity interest in Jingcheng Industrial Investment, and, upon the completion of the Shanghai Sunwise equity transaction, Jingcheng Industrial Investment will hold not less than 34.58% equity interest in Shanghai Sunwise. Accordingly, Shanghai Sunwise will become an associate of Jingcheng Machinery Electric and a connected person of the Company. Therefore, such transactions constitute continuing connected transactions of the Company under the Listing Rules of the Stock Exchange.

The previous connected transaction conducted between the Company and the same connected person was disclosed on 16 August 2024. For details, please see the "Continuing Connected Transactions - Product Sale and Purchase Framework Agreement" announcement. According to the "Announcement in relation to Completion of Acquisition of Controlling Interest in Shanghai Sunwise by a Wholly-Owned Subsidiary of the Controlling Shareholder" disclosed by the Company on 30 September 2024, the previous connected transaction conducted between the Company and the same connected person was effective from 29 September 2024 to 31 December 2024. As at the end of the Reporting Period, there was no contracts that had been entered into under the connected transaction.

On 6 December 2024, the Company convened the ninth extraordinary meeting of the eleventh session of the Board and the fourteenth meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Related Party Transactions between Beijing Tianhai Industry Co., Ltd. and Shanghai Sunwise New Energy System Co., Ltd." was considered and approved. The resolution was considered and passed at the 2024 fourth meeting of the special meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

由於上述產品購銷框架合同將於2024年12月31日屆滿，北京天海集團預期將繼續與上海舜華集團進行同類交易，於2024年12月6日，北京天海與上海舜華訂立重續產品購銷框架合同，據此，北京天海集團及上海舜華集團分別向對方不時購買或銷售氫能產品，自2025年1月1日起至2027年12月31日止，為期三年。

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京城機電持有公司44.87%的股權，為公司控股股東及聯交所上市規則下本公司之關連人士。由於京城機電持有京城產投的全部股權，而待上海舜華股權交割完成後，京城產投將持有上海舜華不少於34.58%股權，上海舜華將為京城機電之聯繫人及本公司之關連人士。因此，該等交易將構成聯交所上市規則下本公司的持續關連交易。

前次公司與同一關連人士進行的關連交易，已於2024年8月16日披露，詳細內容見《持續關連交易—產品購銷框架合同》的公告。根據公司於2024年9月30日披露的《關於控股股東全資子公司收購上海舜華控制權完成交割的公告》，前次公司與同一關連人士進行的關連交易協議生效日期為2024年9月29日至2024年12月31日止。截至報告期末，該項關連交易項下尚未發生相關合同。

2024年12月6日，公司召開了第十一屆董事會第九次臨時會議和第十一屆監事會第十四次會議，分別審議通過了《關於北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的議案》。公司獨立董事專門會議2024年第四次會議審議通過了該項議案，公司獨立非執行董事發表了同意的董事認可意見及獨立意見。



### XII. Material connected transactions (Continued)

#### (i) Connected transactions related to daily operation (Continued)

##### 1. Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation (Continued)

Summary of matter  
事項概述

Index for enquiry  
查詢索引

On 19 January 2022, the Company entered into a property leasing agreement with Beiren Equipment, a connected person, pursuant to which the Company will lease a property located in the Yichuang Park for office use for a lease term ending on 30 April 2025. On the same date, the Company also entered into a property services management agreement with Beiren Equipment, pursuant to which Beiren Equipment will provide property management services for the property during the period when the Company is occupying the property as a tenant, for a service term ending on 30 April 2025. For the details, please refer to the "Connected Transactions - Entering into of the Property Leasing Agreement and Related Agreement" announcement disclosed by the Company on 19 January 2022.

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Recently, the Company received a notification letter delivered by Beiren Equipment, according to which, due to the renovation of the exhibition hall in the Yichuang Park, Beiren Equipment would early terminate its property leasing agreement and property services management agreement with the Company on 31 December 2024 to vacate the property as required by the development zone. Based on the actual circumstances, the Company reached an agreement with Beiren Equipment after arm's length negotiation. On 30 December 2024, the Company convened the tenth extraordinary meeting of the eleventh session of the Board and the fifteenth meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to Early Termination of the Connected Transaction Agreements related to Property Leasing and Property Services in the Yichuang Park" was considered and approved and it was agreed that the connected transaction agreements would be early terminated on 31 December 2024. On 30 December 2024, the Company and Beiren Equipment entered into the "Termination Agreement in relation to the Property Leasing Agreement", pursuant to which the parties would terminate the Property Leasing Agreement and settle all of their fees and property security deposit payable thereunder. The parties would not be liable to each other for any losses arising from the early termination of the Property Leasing Agreement.

On 30 December 2024, the Company convened the tenth extraordinary meeting of the eleventh session of the Board and the fifteenth meeting of the eleventh session of the Supervisory Committee. In each meeting, the "Resolution in relation to Early Termination of the Connected Transaction Agreements related to Property Leasing and Property Services in the Yichuang Park" was considered and approved. The resolution was considered and passed at the 2024 fifth meeting of the special meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

公司於2022年1月19日，與關聯方北人設備訂立房屋租賃合同，租賃位於亦創園區的物業作為辦公用途，租賃期限至2025年4月30日止。同日，公司亦與北人設備訂立物業服務管理協議，據此，北人設備將在公司入駐期間提供物業管理服務，服務期限至2025年4月30日止。具體內容詳見公司於2022年1月19日披露的《關連交易—訂立房屋租賃合同及相關協議》的公告。

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近日，公司收到北人設備送達的告知函，由於亦創園區展館改建，按照開發區對場地的騰退要求，將於2024年12月31日提前解除與公司簽訂的房屋租賃合同和物業服務管理協議。公司根據實際情況，與北人設備經過審慎協商達成一致，於2024年12月30日召開了第十一屆董事會第十次臨時會議及第十一屆監事會第十五次會議，審議通過了《關於提前終止亦創園區房屋租賃及物業服務的關連交易協議的議案》，同意於2024年12月31日提前終止該項關連交易協議。公司及北人設備於2024年12月30日訂立《房屋租賃合同解除協議》，據此訂約雙方將解除房屋租賃合同並結清其項下未付房租及物業保證金。各方將互不追究因提前解除房屋租賃合同所產生的任何損失。

2024年12月30日，公司召開了第十一屆董事會第十次臨時會議和第十一屆監事會第十五次會議，分別審議通過了《關於提前終止亦創園區房屋租賃及物業服務的關連交易協議的議案》。公司獨立董事專門會議2024年第五次會議審議通過了該項議案，公司獨立非執行董事發表了同意的董事認可意見及獨立意見。

##### 2. Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation

☐ Applicable ☒ Not applicable

##### 3. Matters which were not disclosed in extraordinary announcements

☐ Applicable ☒ Not applicable

### 十二、重大關聯交易(續)

#### (一) 與日常經營相關的關聯交易(續)

##### 1、已在臨時公告披露且後續實施無進展或變化的事項(續)

##### 2、已在臨時公告披露，但有後續實施的進展或變化的事項

☐ 適用 ☒ 不適用

##### 3、臨時公告未披露的事項

☐ 適用 ☒ 不適用

## Section 8 Important Matters

### 第八節 重要事項



#### XII. Material connected transactions (Continued)

##### (ii) Connected transactions in relation to the acquisition or disposal of assets or equity interests

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
☐ Applicable ☒ Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**  
☐ Applicable ☒ Not applicable
3. **Matters which were not disclosed in extraordinary announcements**  
☐ Applicable ☒ Not applicable
4. **Results which are relating to result agreements and shall be disclosed for the Reporting Period**  
☐ Applicable ☒ Not applicable

##### (iii) Material connected transactions relating to common external investments

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**  
☐ Applicable ☒ Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**  
☒ Applicable ☐ Not applicable

#### 十二、重大關聯交易（續）

##### （二）資產或股權收購、出售發生的關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項  
☐ 適用 ☒ 不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項  
☐ 適用 ☒ 不適用
- 3、臨時公告未披露的事項  
☐ 適用 ☒ 不適用
- 4、涉及業績約定的，應當披露報告期內的業績實現情況  
☐ 適用 ☒ 不適用

##### （三）共同對外投資的重大關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項  
☐ 適用 ☒ 不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項  
☒ 適用 ☐ 不適用

### XII. Material connected transactions (Continued)

#### (iii) Material connected transactions relating to common external investments (Continued)

#### 2. Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation (Continued)

##### (1) Summary of disclosed matters

Summary of matter  
事項概述

In May 2024, the Company received the "Notice on the Provision of Business Opportunities for Equity Investment in Shanghai Sunwise New Energy System Co., Ltd." from Jingcheng Holding, pursuant to which Jingcheng Industrial Investment, a wholly-owned subsidiary of Jingcheng Holding, had recently acquired a business opportunity to invest in and obtain control of Shanghai Sunwise.

Pursuant to the preliminary cooperation intention reached between Jingcheng Industrial Investment and the related parties of Shanghai Sunwise, Jingcheng Industrial Investment intended to become the single largest shareholder of Shanghai Sunwise by way of equity transfer and capital injection to realise the actual control of Shanghai Sunwise, with an ultimate shareholding of not less than 34.58%, and a total planned investment amount of approximately RMB590 million. During the transaction, certain state-owned shareholders of Shanghai Sunwise would solicit transferees by way of public listing for-sale on the Property Rights Exchange Centre, and the transfer of that part of the equity interest in Shanghai Sunwise and the ultimate price would be determined in accordance with the results of the public listing for-sale. In view of the overlapping of the hydrogen supply systems business between Shanghai Sunwise (the target company of this investment) and the Company, pursuant to "the Undertaking Letter Regarding Avoidance of Horizontal Competition", Jingcheng Holding informed the Company of the matters in relation to this business opportunity and gave the right of first refusal to the Company in relation to this business opportunity.

Taking into account the actual operation of the Company and its relevant assets as a whole, the Company intended to give up this business opportunity. Pursuant to the provisions of the "Guiding Opinions in relation to Promoting the Solving of Horizontal Competition and the Regulation of Connected Transactions by the State-owned Shareholder and the Listed Companies under Its Control" (Guo Zi Fa Chan Quan [2013] No.202) (the "Guiding Opinions"), and from the perspective of the strategic development of further expanding and strengthening the hydrogen energy segment and avoiding the loss of business opportunities, Shanghai Sunwise was first acquired by Jingcheng Industrial Investment, a wholly-owned subsidiary of Jingcheng Holding, as Shanghai Sunwise did not possess the conditions for injection into the Company. Upon completion of the acquisition, Jingcheng Machinery Electric intends to use compliance measures permitted by laws, regulations and regulatory rules, such as the transfer of equity or assets, to properly resolve the potential horizontal competition caused by the acquisition of Shanghai Sunwise. During the period between the completion of the investment and the resolution of potential horizontal competitions, in order to protect the interests of the Company and the Shareholders (in particular, the minority Shareholders) as a whole, the Company is entrusted with management of the equity interest in Shanghai Sunwise by Jingcheng Industrial Investment. The proposed signing of the Entrusted Equity Management Agreement between Jingcheng Industrial Investment and the Company constituted a connected transaction.

On 28 May 2024, the Company convened the sixth extraordinary meeting of the eleventh session of the Board, where the "Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder" was considered and approved. The independent non-executive Directors of the Company expressed their prior approval and independent opinions. The resolution was considered and passed at the 2024 first meeting of the special meeting of independent Directors of the Company, where the independent non-executive Directors of the Company expressed their prior approval opinions and independent opinions.

On 24 June 2024, the Company convened the first extraordinary general meeting of 2024, where the "Resolution in relation to the Prior Investment in Shanghai Sunwise by a Wholly-owned Subsidiary of the Controlling Shareholder" was considered and approved.

上市公司於2024年5月收到京城控股《關於提供上海舜華新能源系統有限公司股權投資商業機會的通知》，京城控股全資子公司京城產投近期獲得投資上海舜華並取得控制權的商業機會。

根據京城產投與上海舜華相關方達成的初步合作意向，京城產投擬通過股權收購和增資的方式成為上海舜華第一大股東，實現對其實際控制，最終持股比例不少於34.58%，計劃投資總額約為人民幣5.9億元。本次交易過程中，上海舜華部分國有股東將通過在產權交易所公開掛牌形式徵集受讓方，涉及上海舜華該部分股權的轉讓及最終價格將根據公開掛牌結果確定。鑒於本次投資的標的公司上海舜華和京城股份少量供氣系統業務存在重疊，基於《避免同業競爭承諾函》的相關內容，京城控股特將本次商業機會的有關事項告知公司，並將本次商業機會優先提供給公司選擇。

經綜合考慮公司實際經營情況以及相關資產狀況等，公司擬放棄本次商業機會。根據《關於推動國有股東與所控股上市公司解決同業競爭規範關聯交易的指導意見》（國資發產權[2013]202號）（以下簡稱《指導意見》）的規定，從進一步做大做強藍能板塊的戰略發展角度考慮，避免商業機會旁落，在上海舜華不具備注入上市公司條件的情況下，由京城控股全資子公司京城產投先行收購。本次收購完成後，京城產投擬運用股權或資產轉讓等法律法規及監管規則允許的合規措施，妥善解決因收購上海舜華帶來的潛在同業競爭，自本次投資完成至潛在同業競爭問題解決期間，為最大限度保護公司及全體股東特別是中小股東利益，京城產投將上海舜華股權委託上市公司管理。京城產投擬與公司簽署《股權委託管理協議》構成了關聯交易。

2024年5月28日，公司召開第十一屆董事會第六次臨時會議，審議通過了《關於控股股東全資子公司先行投資上海舜華的議案》。公司獨立非執行董事發表了同意的董事會認可意見及獨立意見。公司獨立董事專門會議2024年第一次會議審議通過了該項議案，公司獨立非執行董事發表了同意的董事會認可意見及獨立意見。

2024年6月24日，公司召開2024年第一次臨時股東大會，審議通過了《關於控股股東全資子公司先行投資上海舜華的議案》。

### 十二、重大關聯交易（續）

#### (三) 共同對外投資的重大關聯交易

##### (續)

#### 2、已在臨時公告披露，但有後續實施的進展或變化的事項（續）

##### (1) 已披露事項概述

Index for enquiry  
查詢索引

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## Section 8 Important Matters

### 第八節 重要事項



#### XII. Material connected transactions (Continued)

##### (iii) Material connected transactions relating to common external investments (Continued)

###### 2. Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation (Continued)

###### (2) Progress in the follow-up implementation of the matter

Recently, the Company received a notice from Jingcheng Industrial Investment that Shanghai Sunwise had completed the industrial and commercial registration procedures for the change of shareholders' capital contribution and shareholding ratio and the filing of the "Articles of Association", and had obtained a new business license. The acquisition of Shanghai Sunwise's controlling interest by Jingcheng Industrial Investment has been completed. Jingcheng Industrial Investment holds 39.77% shares of Shanghai Sunwise and has become the single largest shareholder and beneficial controller of Shanghai Sunwise. Therefore, the product sale and purchase framework agreement entered into between Beijing Tianhai, a wholly-owned subsidiary of the Company, and Shanghai Sunwise on 16 August 2024 has also taken effect. For the details, please refer to the "Announcement in relation to the Entering into of the Product Sale and Purchase Framework Agreement and Connected Transactions between Beijing Tianhai Industry Co., Ltd., a Subsidiary of the Company, and Shanghai Sunwise Energy Systems Co., Ltd.". (Announcement No.: Lin 2024-033)

###### 3. Matters which were not disclosed in extraordinary announcements

☐ Applicable ☒ Not applicable

##### (iv) Related creditor's right and debt transactions

###### 1. Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation

☐ Applicable ☒ Not applicable

###### 2. Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation

☐ Applicable ☒ Not applicable

#### 十二、重大關聯交易(續)

##### (三) 共同對外投資的重大關聯交易

(續)

###### 2、已在臨時公告披露，但有後續實施的進展或變化的事項(續)

###### (2) 相關事項的後續實施進展情況

近日，公司收到京城產投的通知，上海舜華已完成變更股東出資額和股權比例及備案《公司章程》等工商變更登記手續，取得新的營業執照。京城產投收購上海舜華控制權完成交割，京城產投持有上海舜華39.77%股份，成為上海舜華第一大股東、實際控制人。據此，公司全資子公司北京天海與上海舜華於2024年8月16日簽署的產品購銷框架合同亦告生效，具體內容詳見公司於2024年8月17日披露的《關於公司子公司北京天海工業有限公司與上海舜華新能源系統有限公司簽訂產品購銷框架合同暨關聯交易的公告》。(公告編號：臨2024-033)

###### 3、臨時公告未披露的事項

☐ 適用 ☒ 不適用

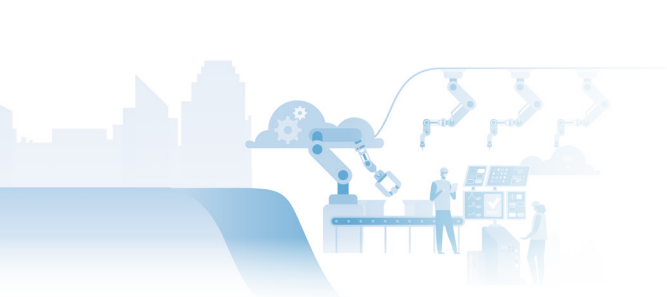
##### (四) 關聯債權債務往來

###### 1、已在臨時公告披露且後續實施無進展或變化的事項

☐ 適用 ☒ 不適用

###### 2、已在臨時公告披露，但有後續實施的進展或變化的事項

☐ 適用 ☒ 不適用



## Section 8 Important Matters

### 第八節 重要事項

#### XII. Material connected transactions (Continued)

##### (iv) Related creditor's right and debt transactions (Continued)

#### 十二、重大關聯交易(續)

##### (四) 關聯債權債務往來(續)

##### 3. Matters which were not disclosed in extraordinary announcements

√ Applicable    □ Not applicable

##### 3、臨時公告未披露的事項

√ 適用    □ 不適用

Unit: Yuan    Currency: RMB  
單位：元    幣種：人民幣

Related party 關聯方	Connected relationship 關聯關係	Provision of funds to related parties 向關聯方提供資金			Provision of funds by related parties to the Company 關聯方向公司提供資金		
		Opening balance 期初餘額	Amount of the transaction 發生額	Closing balance 期末餘額	Opening balance 期初餘額	Amount of the transaction 發生額	Closing balance 期末餘額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Associate 聯營公司	98,940.57	-17,622.55	81,318.02	6,740,341.11	7,112,597.38	13,852,938.49
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城控股有限責任公司	Controlling shareholder 控股股東				910,449.08	122.71	910,571.79
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Others 其他	2,987,203.28	779,555.54	3,766,758.82	11,502,374.59	-1,009,722.37	10,492,652.22
Kuancheng Shenghua Pressure Container Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限公司	Others 其他	649,698.50	-649,698.50				
Tianjin Seamless Investment Co. Ltd. 天津大無縫投資有限責任公司	Others 其他				306,923.82	1,531,085.72	1,838,009.54
Beijing Jingcheng Zitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Subsidiary of Shareholders 股東的子公司				1,203,000.00	589,500.00	1,792,500.00
Li Hong 李紅	Others 其他				10,860,433.38		10,860,433.38
Beijing No. 1 Machine Tool Plant Co., Ltd. 北京第一機床廠有限公司	Subsidiary of Shareholders 股東的子公司				7,359.09	-7,359.09	
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Subsidiary of Shareholders 股東的子公司	107,513.88	-107,513.88			325,966.22	325,966.22
Beijing Jingcheng Golden Sun Energy Technology Co., Ltd. 北京京城金太陽能源科技有限公司	Subsidiary of Shareholders 股東的子公司					49,008.50	49,008.50
Zhejiang Jingcheng Renewable Resources Co., Ltd. 浙江京城再生資源有限公司	Subsidiary of Shareholders 股東的子公司	182,400.00		182,400.00		-	
Beijing Peitian Technology Co., Ltd. 北京配天技術有限公司	Subsidiary of Shareholders 股東的子公司					598,996.80	598,996.80
Sunwise Hydrogen Energy Technology (Beijing) Co., Ltd. 舜華氫能科技(北京)有限公司	Subsidiary of Shareholders 股東的子公司		15,870,400.00	15,870,400.00		4,645,265.46	4,645,265.46
Shanghai Sunwise Energy Systems Co., Ltd. 上海舜華新能源系統有限公司	Subsidiary of Shareholders 股東的子公司		15,018,716.55	15,018,716.55		4,602,500.00	4,602,500.00
Guangzhou Sunwise Hydrogen Energy Technology Co., Ltd. 廣州舜華氫能科技有限公司	Subsidiary of Shareholders 股東的子公司		614,880.00	614,880.00			
Babcock & Wilcox Beijing Company Ltd. 北京巴布科克·威爾科克斯有限公司	Subsidiary of Shareholders 股東的子公司					172,282.30	172,282.30
Beijing Jingcheng Huitong Environmental Protection Co., Ltd. 北京京城惠通環保有限公司	Subsidiary of Shareholders 股東的子公司					14,707.96	14,707.96
Beijing Beiyi Machine Tool Co., Ltd. 北京北一機床有限責任公司	Subsidiary of Shareholders 股東的子公司					1,400,000.00	1,400,000.00
Beijing Jingcheng Yihe Urban Renewal Co., Ltd. 北京京城易合城市更新有限公司	Subsidiary of Shareholders 股東的子公司					658,477.85	658,477.85
Beijing Kerui Nike Science Trading Co., Ltd. 北京柯瑞尼克科貿有限公司	Minority shareholder of subsidiaries 子公司的少數股東					106,362.00	106,362.00
Hubei Jingyuan Xihai Automobile Industry Co., Ltd. 湖北經遠西海汽車工業有限公司	Associate 聯營公司	49,382,279.92	49,382,279.92	9,600,000.00	4,936,300.00		14,536,300.00
Shaanxi Haichuang Shengshi Hydrogen Energy Technology Co., Ltd. 陝西海創盛世氫能科技有限公司	Associate 聯營公司		3,580,225.00	3,580,225.00		980,000.00	980,000.00
Total 合計		4,025,756.23	84,471,222.08	88,496,978.31	41,130,881.07	26,706,091.44	67,836,972.51
Reasons for occurrence of related creditor's right and debt transactions 關聯債權債務形成原因	Under normal operation 正常經營						
Effects of related creditors' rights and debts on the Company 關聯債權債務對公司的影響	None 無						

## Section 8 Important Matters

### 第八節 重要事項



#### XII. Material connected transactions (Continued)

##### (v) Financial business between the Company and its related financial company, and between financial company controlled by the Company and related parties

☐ Applicable ☒ Not applicable

##### (vi) Others

☒ Applicable ☐ Not applicable

Continuing connected transactions:

##### Continuing connected transaction with the property leasing of Jingcheng Haitong

Beijing Tianhai and Jingcheng Haitong entered into the "Lease Agreement" on 4 September 2018 with a lease term of 18 years. While transferring the property, Beijing Tianhai, Asset Company and Jingcheng Haitong will sign an "Agreement on the Change of Party of the Lease" which will transfer all rights and obligations of Beijing Tianhai under the "Lease Agreement" to Asset Company in general. On 6 July 2022, the Company issued the "Announcement of Completion of the Project of Acquisition of 2% Equity Interest of Jingcheng Haitong by a Subsidiary of the Company Beijing Tianhai Industry Co., Ltd.". Upon completion of the acquisition, the Company holds a 51% equity interest in Jingcheng Haitong through Tianhai Industry, pursuant to which, Jingcheng Haitong became a controlled subsidiary of the Company. In accordance with the Listing Rules, as Jingcheng Machinery Electric is the controlling shareholder of the Company, Asset Company is a connected person of the Company. Accordingly, the transaction contemplated under the Lease Agreement became continuing connected transaction of the Company upon completion of the acquisition.

#### 十二、重大關聯交易(續)

##### (五) 公司與存在關聯關係的財務公司、公司控股財務公司與關聯方之間的金融業務

☐ 適用 ☒ 不適用

##### (六) 其他

☒ 適用 ☐ 不適用

持續關聯交易：

##### 與京城海通房屋租賃的持續關聯交易

北京天海與京城海通於2018年9月4日簽訂了《租賃合同》，租賃期限為18年。房地資產轉讓的同時，北京天海、資產公司及京城海通三方將簽署《租賃合同主體變更協議》，將《租賃合同》項下的北京天海所有權利和義務概括轉讓予資產公司。2022年7月6日，公司發佈《關於公司子公司北京天海工業有限公司收購京城海通2%股權項目的完成公告》，於收購事項完成後，公司透過天海工業持有京城海通51%的股權。據此，京城海通成為本公司的控股子公司。按照上市規則，由於京城機電為本公司的控股股東，資產公司為本公司的關聯人。因此，租賃合同項下擬進行之交易於收購事項完成後成為本公司的持續關聯交易。



## Section 8 Important Matters

### 第八節 重要事項

#### XIII. Contracts of significance and their execution

##### (i) Trust, contracting and lease matters

1. **Trust**  
☐ Applicable ☒ Not applicable
2. **Contracting**  
☐ Applicable ☒ Not applicable
3. **Lease**  
☒ Applicable ☐ Not applicable

#### 十三、重大合同及其履行情况

##### (一) 託管、承包、租賃事項

- 1、**託管情況**  
☐ 適用 ☒ 不適用
- 2、**承包情況**  
☐ 適用 ☒ 不適用
- 3、**租賃情況**  
☒ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Name of the leaser	Name of lessee	Status of leased asset	Amount of lease of asset	Date of commencement of lease	Date of expiry of lease	Lease income	Basis of determination of lease income	Effect of lease income on the Company	Related party/connected transaction	Related party/connected relationship
出租方名稱	租賃方名稱	租賃資產情況	租賃資產涉及金額	租賃起始日	租賃終止日	租賃收益	租賃收益確定依據	租賃收益對公司影響	是否關聯交易	關聯關係
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Shenzhen Tenglong Holdings Co., Ltd. 深圳騰龍控股股份有限公司	A leased area of 45,043.62 sq.m. 出租面積45,043.62平方米。	63,735,395.76	1 January 2024 2024.1.1	31 December 2024 2024.12.31	63,735,395.76	Lease contract 租賃合同	Main operating income 主要經營收入	No 否	Others 其他
Qingdao Zhengli Technology Co., Ltd. 青島正利科技有限公司	Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	A leased area of 9,881.15 sq.m. 承租面積9,881.15平方米。	2,075,042	1 January 2024 2024.1.1	31 December 2024 2024.12.31	-2,075,042	Lease contract 租賃合同	Other operating income 其他經營成本	No 否	Others 其他
Description of leasing Not applicable						租賃情況說明 不適用				

##### (ii) Guarantee

- ☐ Applicable ☒ Not applicable

##### (二) 擔保情況

- ☐ 適用 ☒ 不適用

## Section 8 Important Matters

### 第八節 重要事項



### XIII. Contracts of significance and their execution

(Continued)

#### (iii) Cash assets entrusted to be managed by others

1. **Entrusted wealth management**
  - (1) **Overview of entrusted wealth management**  
☐ Applicable ☒ Not applicable  
  
**Others**  
☐ Applicable ☒ Not applicable
  - (2) **Single entrusted wealth management**  
☐ Applicable ☒ Not applicable  
  
**Others**  
☐ Applicable ☒ Not applicable
  - (3) **Impairment provision for entrusted wealth management**  
☐ Applicable ☒ Not applicable
2. **Entrusted loans**
  - (1) **Overview of entrusted loans**  
☐ Applicable ☒ Not applicable  
  
**Others**  
☐ Applicable ☒ Not applicable
  - (2) **Single entrusted loan**  
☐ Applicable ☒ Not applicable  
  
**Others**  
☐ Applicable ☒ Not applicable
  - (3) **Impairment provision for entrusted loans**  
☐ Applicable ☒ Not applicable
3. **Others**  
☐ Applicable ☒ Not applicable

#### (iv) Other contracts of significance

☐ Applicable ☒ Not applicable

### 十三、重大合同及其履行情况 (續)

#### (三) 委託他人進行現金資產管理的情況

- 1、**委託理財情況**
  - (1) **委託理財總體情況**  
☐ 適用 ☒ 不適用  
  
**其他情況**  
☐ 適用 ☒ 不適用
  - (2) **單項委託理財情況**  
☐ 適用 ☒ 不適用  
  
**其他情況**  
☐ 適用 ☒ 不適用
  - (3) **委託理財減值準備**  
☐ 適用 ☒ 不適用
- 2、**委託貸款情況**
  - (1) **委託貸款總體情況**  
☐ 適用 ☒ 不適用  
  
**其他情況**  
☐ 適用 ☒ 不適用
  - (2) **單項委託貸款情況**  
☐ 適用 ☒ 不適用  
  
**其他情況**  
☐ 適用 ☒ 不適用
  - (3) **委託貸款減值準備**  
☐ 適用 ☒ 不適用
- 3、**其他情況**  
☐ 適用 ☒ 不適用

#### (四) 其他重大合同

☐ 適用 ☒ 不適用

## Section 8 Important Matters

### 第八節 重要事項

#### XIV. Description of the progress of use of raised funds 十四、募集資金使用進展說明

√ Applicable ☐ Not applicable

##### (I) Overview of use of the raised funds

√ Applicable ☐ Not applicable

√ 適用 ☐ 不適用

##### (一) 募集資金整體使用情況

√ 適用 ☐ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Source of funds raised	Time of receipt of proceeds	Total proceeds	Net proceeds raised after the deduction of issuance expenses (1)	Total committed investment of funds raised in the prospectus or offering documents (2)	Total amount of over-raised funds (3)=(1)-(2)	Accumulated total amount of funds raised of the end of the Reporting Period (4)	Including: Accumulated total amount of funds over-raised invested as of the end of the Reporting Period (5)	Progress of Investment of funds raised as of the end of the Reporting period (%) (6)=(4)/(1)	Progress of Investment of funds over-raised as of the end of the Reporting period (%) (7)=(5)/(3)	Invested amount during the year (8)	Proportion of investment during the year (%) (9)=(8)/(1)	Total amount of proceeds raised for the changed purpose
募集資金來源	募集資金到位時間	募集資金總額	募集資金淨額(1)	募集說明書中募集資金承諾投資總額(2)	超募資金總額(3)=(1)-(2)	截至報告期末累計投入募集資金總額(4)	其中：截至報告期末超募資金累計投入總額(5)	募集資金累計投入進度(%) (6)=(4)/(1)	超募資金累計投入進度(%) (7)=(5)/(3)	本年度投入金額(8)	本年度投入金額佔比(%) (9)=(8)/(1)	變更用途的募集資金總額
Others	2020-7-1	214,830,000.00	207,305,400.64	207,305,400.64	0.00	195,336,611.77	0.00	94.23%	0.00	1,303,469.41	0.63%	
其他	2020年7月1日											
Others	2020-8-4	158,966,094.76	153,305,717.40	153,305,717.40	0.00	130,584,044.43	0.00	85.18%	0.00	0.00	0.00%	
其他	2022年8月4日											
Total												
合計	/	373,796,094.76	360,611,118.04	360,611,118.04	0.00	325,920,656.20	0.00	/	/	1,303,469.41	/	

Other descriptions

☐ Applicable ☒ Not applicable

其他說明

☐ 適用 ☒ 不適用

## Section 8 Important Matters

### 第八節 重要事項



#### XIV. Description of the progress of use of raised funds (Continued)

##### (II) Details of fund raising and investment projects

✓ Applicable □ Not applicable

###### 1. Details on use of raised funds

✓ Applicable □ Not applicable

##### (二) 募投項目明細

✓ 適用 □ 不適用

###### 1、募集資金明細使用情况

✓ 適用 □ 不適用

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

Source of funds raised	Name of project	Nature of project	Whether it is a committed investment project in the prospectus or offering documents	Whether a change of investment decision is involved	Total planned investment with raised funds (1)	Amount invested during the year	Accumulated total amount of funds raised invested as of the end of the Reporting Period (2)	Progress of accumulated investment as of the end of the Reporting Period (%) (3)=(2)/(1)	Date of project reaching scheduled availability	Whether the project has been closed	Whether the progress of investment is in line with planned schedule	Specific reasons for the progress of investment not achieved as planned	Benefits realised during the year	Benefits or R&D results achieved by this project	Whether the feasibility of the project has significant changes and, if so, please provide detail	Balance amount
募集資金來源	項目名稱	項目性質	是否為招股書或募集說明書中的承諾投資項目	是否涉及變更投向	募集資金計劃投資總額(1)	本年投入金額	截至報告期末累計投入募集資金總額(2)	累計投入進度(%) (3)=(2)/(1)	項目達到預定可使用狀態日期	是否已結項	投入進度是否符合計劃的進度	未達計劃的原因	本年實現的效益	已實現的效益或研發成果	項目可行性是否發生重大變化，如是，請說明具體情況	歸餘金額
Others	Construction project of intelligent digital control production line for Type IV Cylinders	Production and construction	Yes	No	52,000,000.00	0.00	52,000,000.00	100.00%	30 November 2021	Yes	Yes	N/A	109,603,388.24	132,562,909.49	No	0.00
其他	四型瓶智能化生產線建設項目	生產建設	是	否					2021-11-30	是	是	不適用			否	
Others	Repayment of debts owed to controlling shareholder and financial institutions	Liquidity replenishment and loan repayment	Yes	No	128,020,400.64	0.00	128,020,400.64	100.00%	N/A	Yes	Yes	N/A	N/A	N/A	No	0.00
其他	償還控股股東及金融機構債務	補充流動	是	否					不適用	是	是	不適用	不適用	不適用	否	
Others	Research and development project of hydrogen energy products	R&D	Yes	No	27,285,000.00	1,303,469.41	15,316,211.13	56.13%	N/A	No	Yes	N/A	N/A	N/A	No	12,232,053.05
其他	氫能產品研發項目	研發	是	否					不適用	否	是	不適用	不適用	不適用	否	
Others	Payment of cash consideration for the transaction	Others	Yes	No	87,493,894.40	0.00	67,493,894.40	77.13%	N/A	No	Yes	N/A	50,065,297.96	140,866,030.24	No	22,921,334.92
其他	支付本次交易現金對價	其他	是	否					不適用	否	是	不適用			否	
Others	Replenishment of the liquidity of the listed company, payment of taxes and intermediary agency fees	Others	Yes	No	35,871,833.00	0.00	33,150,160.03	92.41%	N/A	No	Yes	N/A	N/A	N/A	No	
其他	補充上市公司流動資金、支付稅費及中介機構費用	其他	是	否					不適用	否	是	不適用	不適用	不適用	否	
Others	Liquidity replenishment through capital injection into the target company	Others	Yes	No	30,000,000.00	0.00	30,000,000.00	100.00%	N/A	Yes	Yes	N/A	N/A	N/A	No	
其他	向標的公司增資補充流動資金	其他	是	否					不適用	是	是	不適用	不適用	不適用	否	
Total					360,611,110.04	1,303,469.41	325,920,656.20						159,669,686.20			35,153,387.9
合計	/	/	/	/					/	/	/	/	/	/	/	

###### 2. Details on use of over-raised funds

□ Applicable ✓ Not applicable

###### 2、超募資金明細使用情况

□ 適用 ✓ 不適用

##### (III) Change or termination of fund raising and investment during the Reporting Period

□ Applicable ✓ Not applicable

##### (三) 報告期內募投變更或終止情況

□ 適用 ✓ 不適用

## Section 8 Important Matters

### 第八節 重要事項

#### XIV. Description of the progress of use of raised funds (Continued)

##### (IV) Other circumstances regarding use of raised funds during the Reporting Period

###### 1. Prior investment and replacement of funds raised investment projects

☒ Applicable ☐ Not applicable

On 29 July 2020, the Company held the third extraordinary meeting of the tenth session of the Board and considered and approved the resolution in relation to the replacement of the self-raised funds pre-invested in investment projects with raised funds from the non-public issuance of shares, and decided to use the proceeds from the non-public issuance of shares of RMB26,821,768.00 to replace the pre-invested self-raised funds of the construction project of intelligent digital control production line for Type IV Cylinders. The independent Directors, the Supervisory Committee and the sponsor of the Company have fulfilled the corresponding scrutiny procedures and disclosed them in a timely manner.

###### 2. Temporary replenishment of working capital with the unused raised funds

☐ Applicable ☒ Not applicable

###### 3. Cash management of unused raised funds and investment in related products

☐ Applicable ☒ Not applicable

###### 4. Others

☒ Applicable ☐ Not applicable

As at 31 December 2024, the deposit of raised funds was as follows:

###### 1. Fund raising from non-public issuance of shares

#### 十四、募集資金使用進展說明(續)

##### (四) 報告期內募集資金使用的其他情況

###### 1、募集資金投資項目先期投入及置換情況

☒ 適用 ☐ 不適用

2020年7月29日本公司召開第十屆董事會第三次臨時會議，審議通過了關於以非公開發行股票募集資金置換預先已投入募投項目自籌資金的議案，決定使用非公開發行股份募集資金人民幣26,821,768.00元置換四型瓶智能化數控生產線建設項目預先已投入的自籌資金。本公司獨立董事、監事會以及保薦機構均已履行相應的審議程序並已及時披露。

###### 2、用閒置募集資金暫時補充流動資金情況

☐ 適用 ☒ 不適用

###### 3、對閒置募集資金進行現金管理，投資相關產品情況

☐ 適用 ☒ 不適用

###### 4、其他

☒ 適用 ☐ 不適用

截至2024年12月31日，募集資金存儲情況如下：

###### 1. 非公開發行股票募集資金

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

##### Information on corresponding account 對應賬戶信息

Fund raising and investment project	Implementing entity	Deposit bank	Opening balance (Yuan)	Account opening date	Account balance as at 31 December 2024 (Yuan) 截至2024年12月31日賬戶餘額(元)	Account number 賬戶號
募投項目	實施主體	開戶銀行	初始餘額(元)	開戶時間		
Construction project of intelligent digital control production line for Type IV Cylinders	Beijing Tianhai Industry Co., Ltd., a subsidiary	Huaxia Bank, Beijing Guanghua Road Branch		July 2020		
四型瓶智能化數控生產線建設項目	子公司北京天海工業有限公司	華夏銀行北京光華路支行	52,000,000.00	2020年7月	0.00	10262000000869946
Research and development project of hydrogen energy products	Beijing Tianhai Industry Co., Ltd., a subsidiary	Huaxia Bank, Beijing Guanghua Road Branch		July 2020		
氫能產品研發項目	子公司北京天海工業有限公司	華夏銀行北京光華路支行	27,285,000.00	2020年7月	12,232,053.05	10262000000869924
Repayment of debts owed to Jingcheng Machinery Electric and financial institutions	Beijing Tianhai Industry Co., Ltd., a subsidiary	Huaxia Bank, Beijing Guanghua Road Branch		July 2020		
償還京城機電和金融機構債務	子公司北京天海工業有限公司	華夏銀行北京光華路支行	128,020,400.64	2020年7月	0.00	10262000000869935
		Total				
		合計	207,305,400.64		12,232,053.05	

# Section 8 Important Matters

## 第八節 重要事項



### XIV. Description of the progress of use of raised funds (Continued)

#### (IV) Other circumstances regarding use of raised funds during the Reporting Period (Continued)

##### 4. Others (Continued) 2. Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds

### 十四、募集資金使用進展說明(續)

#### (四) 報告期內募集資金使用的其他情況(續)

##### 4、其他(續) 2. 發行股份支付現金購買資產並募集配套資金

Unit: Yuan Currency: RMB  
單位：元 幣種：人民幣

		Information on corresponding account 對應賬戶信息		Account balance as at 31 December 2024 (Yuan) Account number 截至2024年12月31日 賬戶餘額(元) 賬戶號	
Fund raising and investment project 募投項目	Implementing entity 實施主體	Deposit bank 開戶銀行	Opening balance (Yuan) 初始餘額(元)	Account opening date 開戶時間	
Payment of cash consideration, taxes and intermediary agency fees for the acquisition of the target asset, liquidity replenishment etc. 支付收購標的資產的交易現金對價、稅費及中介機構費、補充流動資金等	The Company 本公司	Huaxia Bank, Beijing Guanghua Road Branch 華夏銀行北京光華支行	153,305,717.40	August 2022 2022年8月	22,921,334.92 10262000000953077

### XV. Description of other major matters that have a significant impact on investors' value Judgment and investment decision

√ Applicable □ Not applicable

- During the Reporting Period, the Company's subsidiaries in China were subject to applicable enterprise income tax rates of 25% and 15%, and its subsidiaries outside China were subject to applicable enterprise income tax rates of 16.5% and 21%.
- Review of financial statements for the Reporting Period by the audit committee  
The audit committee of the Board of the Company has reviewed and confirmed the annual financial report for 2024.
- Corporate Governance Code  
The Company has adopted the "Corporate Governance Code" (the "CG Code") contained in Appendix C1 to the Listing Rules as its corporate governance code. The Board considers that the Company complied with all applicable code provisions set out in the CG Code throughout the year.
- Model Code for Securities Transactions by Directors and Supervisors  
During the Reporting Period, the Company adopted a model code of conduct regarding securities transactions by Directors and Supervisors on terms no less exacting than the required standards set out in the "Model Code for Securities Transactions by Directors of Listed Issuers" in Appendix C3 to the Listing Rules. After making specific enquiries with all Directors and Supervisors, the Company confirmed that, each of the Directors and Supervisors complied with the required standards on securities transactions by Directors and Supervisors as set out in the Model Code for the 12 months ended 31 December 2024.
- Pre-emptive rights  
There is no provision for pre-emptive rights under the laws of the PRC and the articles of association of the Company.

### 十五、其他對投資者作出價值判斷和投資決策有重大影響的重大事項的說明

√ 適用 □ 不適用

- 報告期公司在中國境內的企業所得稅的適用稅率為25%、15%；在中國境外的企業所得稅的適用稅率為16.5%、21%。
- 審計委員會審閱報告期財務報告情況  
公司董事會之審計委員會已審閱並確認2024年財務報告。
- 企業管治常規守則  
本公司已採納上市規則附錄C1所載的《企業管治守則》(「企業管治守則」)作為本身之企業管治守則。董事會認為，本公司於本年度一直遵守企業管治守則的所有適用守則條文。
- 董事及監事進行證券交易的標準守則  
於本報告期內，本公司就董事及監事的證券交易，已採納一套不低於上市規則附錄C3所載的《上市發行人董事進行證券交易的標準守則》所規定的標準行為守則。經特別與全部董事及監事作出查詢後，本公司確認，在截止2024年12月31日之12個月，各董事及監事已遵守該標準守則所規定有關董事進行證券交易的標準。
- 優先購股權  
根據中國相關法律及本公司之公司章程，並無優先購股權之條款。



## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### I. CHANGES IN SHARE CAPITAL

##### (1) Statement of changes in Shares

###### 1. Statement of changes in Shares

#### 一、股本變動情況

##### (一) 股份變動情況表

###### 1、股份變動情況表

Unit: share  
單位：股

		Before change 本次變動前		Increase and decrease (+,-) in change 本次變動增減(+,-)					After change 本次變動後	
		Amount 數量	Proportion (%) 比例(%)	Issuance of new shares 發行新股	Bonus issue 送股	Conversion from reserve 公積金轉股	Other 其他	Subtotal 小計	Amount 數量	Proportion (%) 比例(%)
(I) Shares subject to trading moratorium	一、有限售條件股份	19,469,105	3.55	0	0	0	-7,034,553	-7,034,553	12,434,552	2.27
1. State-owned shares	1、國家持股									
2. State-owned legal person shares	2、國有法人持股									
3. Other domestic shares	3、其他內資持股	19,469,105	3.55	0	0	0	-7,034,553	-7,034,553	12,434,552	2.27
including: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	1,874,784	0.34	0	0	0	-937,392	-937,392	937,392	0.17
Domestic natural person shares	境內自然人持股	17,594,321	3.21	0	0	0	-6,097,161	-6,097,161	11,497,160	2.10
4. Foreign shares	4、外資持股									
Including: Overseas legal person shares	其中：境外法人持股									
Overseas natural person shares	境外自然人持股									
(II) Circulating shares not subject to trading moratorium	二、無限售條件流通股股份	528,196,883	96.45	0	0	0	+7,034,553	+7,034,553	535,231,436	97.73
1. Renminbi ordinary shares	1、人民幣普通股	428,196,883	78.19	0	0	0	+7,034,553	+7,034,553	435,231,436	79.47
2. Foreign shares listed domestically	2、境內上市的外資股									
3. Foreign shares listed overseas	3、境外上市的外資股	100,000,000	18.26	0	0	0	0	0	100,000,000	18.26
4. Others	4、其他									
(III) Total shares	三、股份總數	547,665,988	100.00	0	0	0	0	0	547,665,988	100.00

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

於報告期內，本公司及其附屬公司均沒有購買、出售、或贖回任何本公司之股票。

###### 2. Explanation on the changes in the Shares

√ Applicable □ Not Applicable

In the project of the asset acquisition by way of share issuance and cash payment and raising of supporting funds by the Company, 46,481,314 A shares with selling restrictions were newly added to the restricted shares at the phase of the asset acquisition by way of share issuance and cash payment, of which 32,419,209 shares were released from lock-up, listed and traded on 28 June 2023, with 14,069,105 of the restricted shares remaining.

Pursuant to the relevant agreements entered into between the Company and the targets of issuance, 7,034,553 of the remaining restricted shares were released from lock-up, listed and traded on 25 June 2024. For details, please refer to the "Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" disclosed by the Company on 18 June 2024 (Announcement No.: Lin 2024-022).

###### 2、股份變動情況說明

√ 適用 □ 不適用

在公司發行股份及支付現金購買資產並募集配套資金項目中，發行股份及支付現金購買資產階段新增有限售條件的46,481,314股A股，且其中32,419,209股已於2023年6月28日解除限售並上市流通，相關限售股剩餘14,069,105股。

根據公司與發行對象簽署的相關協議，剩餘相關限售股中的7,034,553股限售股已於2024年6月25日解除限售，並上市流通。詳見公司與2024年6月18日披露的《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》(公告編號：臨2024-022)。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### I. CHANGES IN SHARE CAPITAL (Continued)

##### (1) Statement of changes in Shares (Continued)

3. **Effect of the change in Shares on financial indicators such as earnings per share and net assets per share for the latest year and the latest period (if any)**  
☐ Applicable ☒ Not applicable
4. **Other disclosure deemed necessary by the Company or required by securities regulatory authorities**  
☒ Applicable ☐ Not applicable

Pursuant to the authorisation by the First EGM of 2023, the First A Share Class Meeting of 2023 and the First H Share Class Meeting of 2023 of the Company, the Company convened the fifth extraordinary meeting of the eleventh session of the Board and the seventh meeting of the eleventh session of the Supervisory Committee on 14 November 2023, at which the "Resolution on the Adjustment of Matters Relating to the 2023 Restricted Share Incentive Scheme" and "Resolution on the First Grant of Restricted Shares to Participants under the 2023 Restricted Share Incentive Scheme" were considered and approved. The independent non-executive Directors of the Company have expressed their independent opinions on the relevant matters, the Supervisory Committee has reviewed the list of Participants for the granting and expressed its verification opinion, and the lawyers have expressed their legal opinions. According to the "Certificate of Securities Change Registration" issued by the Shanghai Branch of CSDC, the Company has completed the registration of the first grant of restricted shares under the 2023 Restricted Share Incentive Scheme (the "Incentive Scheme") on 28 December 2023, and 5,400,000 new restricted A shares were granted. For details, please refer to the "Announcement in relation to the Results of the Initial Grant of Restricted Shares under the 2023 Restricted Share Incentive Scheme" disclosed by the Company on 29 December 2023 (Announcement No.: Lin 2023-064). Pursuant to the relevant agreements, these newly added restricted shares were not unlocked as at the end of the Reporting Period.

#### 一、股本變動情況(續)

##### (一) 股份變動情況表(續)

- 3、**股份變動對最近一年和最近一期每股收益、每股淨資產等財務指標的影響(如有)**  
☐ 適用 ☒ 不適用
- 4、**公司認為必要或證券監管機構要求披露的其他內容**  
☒ 適用 ☐ 不適用

根據公司2023年第一次臨時股東大會授權、2023年第一次A股類別股東大會及2023年第一次H股類別股東大會的授權，公司於2023年11月14日召開第十一屆董事會第五次臨時會議與第十一屆監事會第七次會議，審議通過了《關於調整2023年限制性股票激勵計劃相關事項的議案》《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》。公司獨立非執行董事對相關事項發表了獨立意見，監事會對本次授予的激勵對象名單進行了審核並發表了核查意見，律師發表了法律意見。根據上海分公司出具的《證券變更登記證明》，公司已於2023年12月28日完成了2023年限制性股票激勵計劃(以下簡稱「本激勵計劃」)限制性股票首次授予登記工作，本次新增限制性A股股票5,400,000股。詳見公司於2023年12月29日披露的《2023年股權激勵計劃限制性股票首次授予結果公告》(公告編號：臨2023-064)。根據相關協議約定，截止本報告期末，該次新增的限售股中未有股票解鎖。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### I. CHANGES IN SHARE CAPITAL (Continued)

##### (2) Changes in Shares subject to selling restrictions

☒ Applicable ☐ Not Applicable

#### 一、股本變動情況(續)

##### (二) 限售股份變動情況

☒ 適用 ☐ 不適用

Unit: share  
單位：股

Name of shareholders	股東名稱	Number of restricted shares at the beginning of the year 年初限售股數	Number of restricted shares released during the year 本年解除限售股數	Number of restricted shares increase during the year 本年增加限售股數	Number of restricted shares at the end of the year 年末限售股數	Reason for restricted sale 限售原因	Release date 解除限售日期
Li Hong	李紅	7,639,826	3,819,913	0	3,819,913	Restriction on merger and acquisition 併購重組限售	The fourth phase will be unlocked on 24 June 2025 2025年6月24日解鎖第四期
Zhao Qing	趙慶	2,616,314	1,308,157	0	1,308,157	Restriction on merger and acquisition 併購重組限售	The fourth phase will be unlocked on 24 June 2025 2025年6月24日解鎖第四期
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司	1,874,784	937,392	0	937,392	Restriction on merger and acquisition 併購重組限售	The fourth phase will be unlocked on 24 June 2025 2025年6月24日解鎖第四期
Wang Xiaohui	王曉輝	1,615,762	807,881	0	807,881	Restriction on merger and acquisition 併購重組限售	The fourth phase will be unlocked on 24 June 2025 2025年6月24日解鎖第四期
Qian Yuyan	錢雨嫣	322,419	161,210	0	161,209	Restriction on merger and acquisition 併購重組限售	The fourth phase will be unlocked on 24 June 2025 2025年6月24日解鎖第四期
Total	合計	14,069,105	7,034,553	0	7,034,552	/	/

#### II. Issuance and listing of securities

##### (i) Issuance of securities during the Reporting Period

☐ Applicable ☒ Not Applicable

Description of securities issued during the Reporting Period (please specify the bonds with different interest rates during their duration):

☐ Applicable ☒ Not Applicable

##### (ii) Changes in the total number of Shares of the Company and Shareholders' structure and changes in the asset and liability structure of the Company

☐ Applicable ☒ Not Applicable

##### (iii) Existing internal employee shares

☐ Applicable ☒ Not applicable

#### 二、證券發行與上市情況

##### (一) 截至報告期內證券發行情況

☐ 適用 ☒ 不適用

截至報告期內證券發行情況的說明(存續期內利率不同的債券，請分別說明)：

☐ 適用 ☒ 不適用

##### (二) 公司股份總數及股東結構變動及公司資產和負債結構的變動情況

☐ 適用 ☒ 不適用

##### (三) 現存的內部職工股情況

☐ 適用 ☒ 不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers

##### (i) Total numbers of Shareholders

Total number of ordinary Shareholders as at the end of the Reporting Period 截至報告期末普通股股東總數(戶)	41,593
Total number of ordinary Shareholders as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末的普通股股東總數(戶)	37,521
Total number of Shareholders of preference shares with restored voting right as at the end of the Reporting Period 截至報告期末表決權恢復的優先股股東總數(戶)	0
Total number of Shareholders of preference shares with restored voting right as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末表決權恢復的優先股股東總數(戶)	0

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period

#### 三、股東和實際控制人情況

##### (一) 股東總數

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表

Unit: share  
單位：股

Shareholding of top ten Shareholders (transferral of ownership of the shares lent under the margin refinancing transfer exclusive)  
前十名股東持股情況(不含通過轉融通出借股份)

Name of Shareholder (full name)		Increase/ decrease during the Reporting Period	Number of Shares held at the end of the period	Percentage (%)	Number of Shares held subject to selling restrictions 持有有限售 條件股份數量	Pledged, marked or frozen Share status 質押、標記或凍結情況 股份狀態	Shareholder(s) Nature 數量 股東性質
股東名稱(全稱)		報告期內增減	期末持股數量	比例(%)	條件股份數量	股份狀態	數量
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	0	245,735,052	44.87	0	Nil 無	State-owned legal-person 國有法人
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED	92,000	99,611,027	18.19	0	Unknown 未知	Unknown 未知
Li Hong	李紅	-3,135,913	5,104,913	0.93	3,819,913	Nil 無	Domestic natural person 境內自然人
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司	-1,050,200	3,636,760	0.66	937,392	Nil 無	Domestic non-state owned legal person 境內非國有法人
Zhao Qing	趙慶	-1,796,928	3,242,557	0.59	1,308,157	Nil 無	Domestic natural person 境內自然人
Wang Huadong	王華東	0	2,015,123	0.37	0	Nil 無	Domestic natural person 境內自然人
He Yong	何勇	491,371	1,850,704	0.34	0	Nil 無	Domestic natural person 境內自然人
Wang Xiaohui	王曉暉	-1,629,500	1,644,904	0.30	807,881	Nil 無	Domestic natural person 境內自然人
Anhui Bocheng Medical Investment Co., Ltd	安徽博成醫療投資有限公司	1,497,800	1,497,800	0.27	0	Unknown 未知	Unknown 未知
Jiang Guojian	蔣國建	1,396,100	1,396,100	0.25	0	Nil 無	Domestic natural person 境內自然人

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

#### 三、股東和實際控制人情況(續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

Shareholding of top ten Shareholders not subject to trading moratorium (transferral of ownership of the shares lent under the margin refinancing transfer exclusive)  
前十名無限售條件股東持股情況(不含通過轉融通出借股份)

Name of shareholder	股東名稱	Number of circulating shares not subject to trading moratorium 持有無限售條件流通股的數量	Class 種類	Class and number of shares 股份種類及數量	Number of shares 數量
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	245,735,052	RMB ordinary shares 人民幣普通股		245,735,052
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED	99,611,027	Overseas listed foreign shares 境外上市外資股		99,611,027
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司	2,699,368	RMB ordinary shares 人民幣普通股		2,699,368
Wang Huadong	王華東	2,015,123	RMB ordinary shares 人民幣普通股		2,015,123
Zhao Qing	趙慶	1,934,400	RMB ordinary shares 人民幣普通股		1,934,400
He Yong	何勇	1,850,704	RMB ordinary shares 人民幣普通股		1,850,704
Anhui Bocheng Medical Investment Co., Ltd.	安徽博成醫療投資有限公司	1,497,800	RMB ordinary shares 人民幣普通股		1,497,800
Jiang Guojian	蔣國建	1,396,100	RMB ordinary shares 人民幣普通股		1,396,100
Li Hong	李紅	1,285,000	RMB ordinary shares 人民幣普通股		1,285,000
Shao Hualiang	邵華亮	1,175,900	RMB ordinary shares 人民幣普通股		1,175,900

Description of special account for repurchase among the top ten Shareholders  
前十名股東中回購專戶情況說明

N/A  
不適用

Explanations on the proxy voting right, entrusted voting right and waiver of voting right of the aforesaid Shareholders  
上述股東委託表決權、受託表決權、放棄表決權的說明

N/A  
不適用

Explanation on the connected relationship of the Shareholders and action in concert among the aforesaid Shareholders  
上述股東關聯關係或一致行動的說明

The Company is not aware of any connected relationship among the aforesaid Shareholders, nor is the Company aware of any parties acting in concert as defined in "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders".  
本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。

Explanation on preferred Shareholders whose voting rights has resumed and their shareholdings  
表決權恢復的優先股股東及持股數量的說明

N/A  
不適用

**Shares lent through refinancing business involved in by the shareholders holding 5% or above shares, the top 10 shareholders and the top 10 shareholders holding tradable shares without selling restrictions**  
☐ Applicable ☒ Not Applicable

持股5%以上股東、前十名股東及前十名無限售流通股股東參與轉融通業務出借股份情況

☐ 適用 ☒ 不適用

**Changes in the top 10 shareholders and the top 10 shareholders holding tradable shares without selling restrictions due to the shares lent and returned through refinancing as compared with the corresponding period last year**  
☐ Applicable ☒ Not Applicable

前十名股東及前十名無限售流通股股東因轉融通出借／歸還原因導致較上期發生變化

☐ 適用 ☒ 不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions

√ Applicable □ Not applicable

#### 三、股東和實際控制人情況 (續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件

√ 適用 □ 不適用

Unit: share  
單位：股

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Date of being permitted for listing and trading 可上市 交易時間	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	Restricted conditions 限售條件
1	Li Hong 李紅	3,819,913		24 June 2025 2025年6月24日	3,819,913	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
2	Zhao Qing 趙慶	1,308,157		24 June 2025 2025年6月24日	1,308,157	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
3	Qingdao Eternal Economic Information Consulting Co., Ltd. 青島艾特諾經濟信息諮 詢有限公司	937,392		24 June 2025 2025年6月24日	937,392	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易



## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions (Continued)

#### 三、股東和實際控制人情況 (續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況		Restricted conditions 限售條件
			Date of being permitted for listing and trading 可上市 交易時間	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	
4	Wang Xiaohui 王曉暉	807,881	24 June 2025 2025年6月24日	807,881	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
5	Qian Yuyan 錢雨嫣	161,209	24 June 2025 2025年6月24日	161,209	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
6	Zhang Jiheng 張繼恒	150,000	14 November 2025 2025年11月14日	51,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
7	Shi Fengwen 石鳳文	100,000	14 November 2025 2025年11月14日	34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### III. Shareholders and beneficial controllers (Continued)

##### (ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions (Continued)

#### 三、股東和實際控制人情況 (續)

##### (二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況		Restricted conditions 限售條件
			Date of being permitted for listing and trading 可上市 交易時間	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	
8	Feng Yongmei 馮永梅	100,000	14 November 2025 2025年11月14日	34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
9	Li Xianzhe 李銑哲	100,000	14 November 2025 2025年11月14日	34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易
10	Luan Jie 樂杰	100,000	14 November 2025 2025年11月14日	34,000	The lock-up period is 24 months and the shares are unlocked in 3 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為24個月，股份分3期解鎖，在其鎖定期滿的次一交易日可上市交易

Explanation on connected relationship or action acting in concert among the aforesaid Shareholder  
上述股東關聯關係或一致行動的說明

The Company was not aware of any connected relationship among the aforesaid shareholders, nor was the Company aware of any parties acting in concert as defined in the "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders".  
本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。

##### (iii) Strategic investors or general legal persons who have become one of the top ten Shareholders as a result of the placing of new Shares

☐ Applicable ☒ Not applicable

##### (三) 戰略投資者或一般法人因配售新股成為前10名股東

☐ 適用 ☒ 不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### IV. Controlling Shareholders and beneficial controller 四、控股股東及實際控制人情況

##### (i) Controlling Shareholder

###### 1 Legal person

☒ Applicable ☐ Not applicable

Name  
名稱

Beijing Jingcheng Machinery Electric Holding Co., Ltd.  
北京京城機電控股有限責任公司

The person in charge of the unit or legal representative  
單位負責人或法定代表人

Ruan Zhongkui  
阮忠奎

Date of establishment  
成立日期

8 September 1997  
1997年9月8日

Principal businesses  
主要經營業務

Within the scope of authorization, management of state-owned assets; management of property rights (equities); external financing and investment. The Company has six major business sectors including numerical control machine, engineering machine, storage and transportation of gas, environment protection industry, new energy and thermal power generation. It has six business units including logistics industry, hydraulic industry, switch industry, printing machine, electrical machine industry and electric wires and cables. It combines engineering design, product development, manufacture of equipment and technical service, together, provides high quality professional integrated mechanics and electrics equipment and services to industrial fields such as electricity, metallurgy, shipping, transportation, engineering construction, manufacture of machines and aerospace.  
授權內的國有資產經營管理；產權（股權）經營；對外融資、投資。旗下擁有數控機床、工程機械、氣體儲運、環保產業、新能源、火力發電等六大業務板塊，物流產業、液壓產業、開關產業、印刷機械、電機產業、電線電纜等六大業務單元，及工程設計、產品開發、設備製造和技術服務為一體，為電力、冶金、船舶、交通、工程建設、機械製造、航空航天等多個工業領域提供高質量的專業機電一體化設備與服務。

Shareholdings in other domestic and overseas listed companies controlled or invested by it during the Reporting Period  
報告期內控股和參股的其他境內外上市公司的股權情況

Nil  
無

Other matters  
其他情況說明

Nil  
無

###### 2 Natural person

☐ Applicable ☒ Not applicable

###### 2、自然人

☐ 適用 ☒ 不適用

###### 3 Special description concerning no Controlling Shareholder of the Company

☐ Applicable ☒ Not applicable

###### 3、公司不存在控股股東情況的特別說明

☐ 適用 ☒ 不適用

###### 4 Explanation on changes of Controlling Shareholder of the Company during the Reporting Period

☐ Applicable ☒ Not applicable

###### 4、報告期內控股股東變更情況的說明

☐ 適用 ☒ 不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### IV. Controlling Shareholders and beneficial controller (Continued)

#### 四、控股股東及實際控制人情況 (續)

##### (i) Controlling Shareholder (Continued)

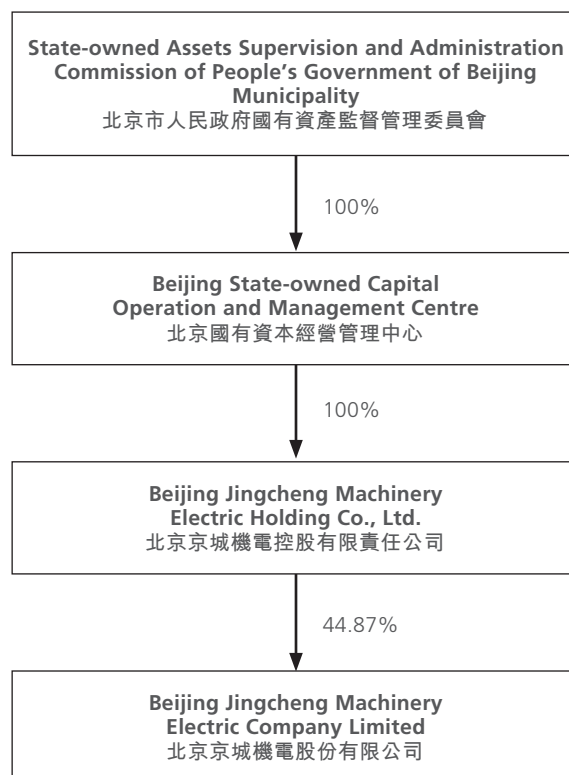
##### (一) 控股股東情況 (續)

##### 5 Ownership and controlling relationship between the Company and Controlling Shareholder

##### 5、公司與控股股東之間的產權及控制關係的方框圖

☒ Applicable ☐ Not applicable

☒ 適用 ☐ 不適用



### IV. Controlling Shareholders and beneficial controller (Continued)

#### (ii) Information on beneficial controller

- 1 **Legal person**  
☐ Applicable ☒ Not applicable
- 2 **Natural person**  
☐ Applicable ☒ Not applicable
- 3 **Special description concerning no beneficial controller of the Company**  
☐ Applicable ☒ Not applicable
- 4 **Explanation on changes of beneficial controller of the Company during the Reporting Period**  
☐ Applicable ☒ Not applicable
- 5 **Ownership and controlling relationship between the Company and beneficial controller**  
☐ Applicable ☒ Not applicable
- 6 **Beneficial controller exercises control over the Company through trust or other asset management plan**  
☐ Applicable ☒ Not applicable

#### (iii) Other information on controlling shareholder and beneficial controller

☐ Applicable ☒ Not applicable

### V. The cumulative number of Pledged Shares of the Company's Controlling Shareholder or the largest Shareholder and its concerted actors accounts for more than 80% of the Company's shares

☐ Applicable ☒ Not applicable

### VI. Other legal person Shareholders with more than 10% shareholding

☐ Applicable ☒ Not applicable

### 四、控股股東及實際控制人情況

#### (二) 實際控制人情況

- 1、**法人**  
☐ 適用 ☒ 不適用
- 2、**自然人**  
☐ 適用 ☒ 不適用
- 3、**公司不存在實際控制人情況的特別說明**  
☐ 適用 ☒ 不適用
- 4、**報告期內公司控制權發生變更的情況說明**  
☐ 適用 ☒ 不適用
- 5、**公司與實際控制人之間的產權及控制關係的方框圖**  
☐ 適用 ☒ 不適用
- 6、**實際控制人通過信託或其他資產管理方式控制公司**  
☐ 適用 ☒ 不適用

#### (三) 控股股東及實際控制人其他情況介紹

☐ 適用 ☒ 不適用

### 五、公司控股股東或第一大股東及其一致行動人累計質押股份數量佔其所持公司股份數量比例達到80%以上

☐ 適用 ☒ 不適用

### 六、其他持股在百分之十以上的法人股東

☐ 適用 ☒ 不適用

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding

√ Applicable □ Not applicable

##### 1. Restrictions in reduction of shareholding in non-public issuance of A shares

As approved by the China Securities Regulatory Commission in the "Approval in relation to the Non-public Issuance of Shares by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2019] No. 2551), the Company non-publicly issued 63,000,000 Shares of RMB ordinary Shares (A Shares), and registration and sales restriction procedures for the issuance of Shares were completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 10 July 2020. The lock-up period of Shares subscribed by the issuance target Jingcheng Machinery Electric was 36 months. For details, please refer to the "ST Jingcheng: Announcement on the results of the Non-public Issuance of Shares and changes in the shareholding" (Announcement No.: Lin 2020-037) disclosed on the "Shanghai Securities News" and the SSE website ([www.sse.com.cn](http://www.sse.com.cn)) and the announcement on the "Completion of the Non-public Issuance of A Shares" disclosed on the HKEXnews website of the HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) on 10 July 2020.

On 4 July 2023, the Company issued the "Announcement regarding the Listing of and Trading in Shares with Selling Restrictions from Non-public Issuance in 2020", in which 63 million restricted A shares were listed and traded, and on 10 July 2023, restricted shares of the 2020 non-public issuance were all released from the restriction on reduction of shareholding and were listed and traded.

##### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance

On 28 June 2022, the Company issued the "Announcement on the Implementation of Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Listing of New Shares", which made the following arrangements for the partial restrictions in the reduction of shareholding in respect of the asset acquisition by way of share issuance:

The additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall not be transferred in any manner, nor shall they be pledged or otherwise encumbered with property rights for a period of 12 months from the issuance completion date of the Reorganisation; upon expiry of the above-mentioned 12-month lock-up period, the additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall be unlocked in phases in accordance with the following arrangements:

**1st phase:** After 12 months from the issuance completion date of the Reorganisation and upon performance of their corresponding compensation obligations (if any) for the year of 2021 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 40% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

#### 七、股份限制減持情況說明

√ 適用 □ 不適用

##### 1. 非公開發行A股股票限制減持

經中國證監會證監許可[2019]2551號《關於核准北京京城機電股份有限公司非公開發行股票的批覆》核准，公司以非公開發行方式發行人民幣普通股(A股)6,300萬股，並於2020年7月10日在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。本次發行對象京城機電認購的股份鎖定期為36個月，詳見公司於2020年7月10日在《上海證券報》、上海證券交易所網站([www.sse.com.cn](http://www.sse.com.cn))上披露的《\*ST京城：非公開發行股票發行結果暨股份變動公告》(公告編號：臨2020-037)及在香港交易所披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))上披露的《完成非公開發行A股》公告。

2023年7月4日，公司發佈《2020年非公開發行限售股上市流通的公告》，本次A股限售股上市流通數量為6,300萬股，2023年7月10日，2020年非公開發行限售股已全部解除減持限制，並上市流通。

##### 2. 發行股份購買資產限制減持

2022年6月28日，公司發佈《發行股份及支付現金購買資產並募集配套資金實施情況暨新增股份上市公告書》，對發行股份購買資產部分限制減持情況做出以下安排：

發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔；上述12個月鎖定期限屆滿後，李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份按照下述安排分期解鎖：

第一期：自本次重組發行完成日起滿12個月其在《業績補償協議》及補充協議項下就2021年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定期；



### VII. Description of restrictions in reduction of shareholding (Continued)

#### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

**2nd phase:** If they have fully performed their compensation obligations (if any) for the year of 2022 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

**3rd phase:** If they have fully performed their compensation obligations (if any) for the year of 2023 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

**4th phase:** If they have fully performed their compensation obligations (if any) corresponding to the entire performance commitment period under the "Performance Compensation Agreement" and the supplemental agreement (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the additional shares received by them that have not been unlocked shall be unlocked.

The shares of the Company received by Yang Ping, Xiao Zhonghai, Xia Tao, Wang Huadong, Xiu Jun, Fu Dun and Chen Zhengyan under the transactions shall not be transferred in any manner nor pledged nor encumbered within 12 months from the issuance completion date of the Reorganisation.

On 21 June 2023, the Company issued the "Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds", in which 32,412,209 restricted A shares were listed and traded, of which, the number of restricted shares held by the targets of issuance, namely, Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan, were released for the first and the second phase, and the number of shares held by Yang Ping, Xiao Zhonghai, Xia Tao, Wang Huadong, Xu Jun, Fu Dun and Chen Zhengyan were all released, as shown in the table below. On 10 July 2023, some of the restricted shares in the asset acquisition by way of share issuance and cash payment were released from the restriction on the reduction of shareholding and were listed and traded.

### 七、股份限制減持情況說明(續)

#### 2. 發行股份購買資產限制減持(續)

第二期：其在《業績補償協議》及補充協議項下就2022年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

第三期：其在《業績補償協議》及補充協議項下就2023年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

第四期：其在《業績補償協議》及補充協議項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，其本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。

楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言在本次交易項下取得的上市公司股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔。

2023年6月21日公司發佈《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》，本次A股限售股上市流通數量為32,412,209股，其中發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣所持限售股解鎖第一期及第二期數量，楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言所持限售股全部解鎖，具體數量見下表。2023年7月10日，發行股份及支付現金購買資產之部分限售股已解除減持限制，並上市流通。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding (Continued)

##### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

#### 七、股份限制減持情況說明(續)

##### 2. 發行股份購買資產限制減持(續)

No. 序號	Name of shareholder 股東名稱	Number of restricted shares held 持有限售股數量	Percentage of restricted shares held in the Company's total share capital (%) 持有限售 股佔公司總 股本比例(%)	Number of shares listed and traded this time (unit: shares) 本次上市流通 數量(股)	Remaining number of restricted shares 剩餘限售股數量
1	Li Hong 李紅	19,099,566	3.52	11,459,740	7,639,826
2	Zhao Qing 趙慶	6,540,785	1.21	3,924,471	2,616,314
3	Yang Ping 楊平	5,405,865	1.00	5,405,865	0
4	Qingdao Eternal Economic Information Consulting Co., Ltd. 青島艾特諾經濟信息諮詢有限 公司	4,686,960	0.86	2,812,176	1,874,784
5	Wang Xiaohui 王曉暉	4,039,404	0.74	2,423,642	1,615,762
6	Xia Tao 夏濤	2,015,123	0.37	2,015,123	0
7	Wang Huadong 王華東	2,015,123	0.37	2,015,123	0
8	Qian Yuyan 錢雨嫣	806,048	0.15	483,629	322,419
9	Xiao Zhonghai 肖中海	589,423	0.11	589,423	0
10	Xiu Jun 修軍	526,269	0.10	526,269	0
11	Fu Dun 傅敦	378,913	0.07	378,913	0
12	Chen Zhengyan 陳政言	377,835	0.07	377,835	0
	<b>Total 合計</b>	<b>46,481,314</b>	<b>8.57</b>	<b>32,412,209</b>	<b>14,069,105</b>

On 18 June 2024, the Company issued the "Announcement on the Listing of and Trading in Certain Restricted Shares for the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds", in which 7,034,553 restricted A shares were listed and traded, of which the restricted shares held by the targets of issuance, namely Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan, was released for the third phase, with the specific numbers of shares set out in the following table. On 25 June 2024, certain restricted shares for the asset acquisition by way of share issuance and cash payment were released from the restriction on the reduction of shareholding and were listed and traded.

2024年6月18日公司發佈《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》，本次A股限售股上市流通數量為7,034,553股，其中發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣所持限售股解鎖第三期數量，具體數量見下表。2024年6月25日，發行股份及支付現金購買資產之部分限售股已解除減持限制，並上市流通。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況

#### VII. Description of restrictions in reduction of shareholding (Continued)

#### 七、股份限制減持情況說明(續)

##### 2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

##### 2. 發行股份購買資產限制減持(續)

No. 序號	Name of shareholder 股東名稱	Number of restricted shares held 持有限售股數量	Percentage of restricted shares held in the Company's total share capital (%) 持有限售 股佔公司總股本 比例(%)	Number of shares listed and traded this time (unit: shares) 本次上市流通 數量(股)	Remaining number of restricted shares 剩餘限售股數量
1	Li Hong 李紅	7,639,826	1.39	3,819,913	3,819,913
2	Zhao Qing 趙慶	2,616,314	0.48	1,308,157	1,308,157
3	Qingdao Eternal Economic Information Consulting Co., Ltd. 青島艾特諾經濟信息諮詢有限 公司	1,874,784	0.34	937,392	937,392
4	Wang Xiaohui 王曉暉	1,615,762	0.30	807,881	807,881
5	Qian Yuyan 錢雨嫣	322,419	0.06	161,210	161,209
	<b>Total 合計</b>	<b>14,069,105</b>	<b>2.57</b>	<b>7,034,553</b>	<b>7,034,552</b>

##### 3. Reduction restriction on 2023 Restricted Shares Incentive Scheme

##### 3、2023年限制性股票激勵計劃限制減持

On 29 December 2023, the Company announced the "Announcement in relation to the Results of Initial Grant of Restricted Shares under 2023 Restricted Share Incentive Scheme", the following arrangements have been made with respect to reduction restriction under the 2023 Restricted Shares Incentive Scheme:

2023年12月29日，公司發佈《2023年股權激勵計劃限制性股票首次授予結果公告》，對2023年限制性股票激勵計劃的限制減持情況做出以下安排：

The restriction period for the restricted shares granted to the Participants under this Incentive Scheme is 24 months from the date of grant of the restricted shares granted to the Participants. During the restriction period, the Restricted Shares granted to the Participants under this Incentive Scheme shall be restricted for sale and shall not be transferable or used for guarantee or repayment of debts. Shares acquired by the Participants as a result of capitalization of capital surplus, distribution of stock dividends, stock splits, for the restricted shares granted that have not yet been released from restricted sales are simultaneously locked up in accordance with this Incentive Scheme. Following the release of Restricted Shares, the Company shall handle the unlock of Restricted Shares for the Participants who fulfill the conditions for the unlock of restricted shares, and the restricted shares held by the Participants who do not fulfill the conditions for the unlock of restricted shares shall be repurchased by the Company.

本激勵計劃的激勵對象所獲授的限制性股票限售期為自激勵對象獲授限制性股票授予之日起24個月。在限售期內，激勵對象根據本激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按本激勵計劃進行鎖定。解除限售後，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

## Section 9 Changes in Shares and Information of Shareholders

### 第九節 股份變動及股東情況



#### VII. Description of restrictions in reduction of shareholding (Continued)

##### 3. Reduction restriction on 2023 Restricted Shares Incentive Scheme (Continued)

The Unlocking Period and unlocking schedule for the Restricted Shares under the first grant of the Incentive Scheme is shown in the table below:

Unlocking arrangement 解除限售安排	Unlocking time 解除限售時間	Proportion of shares available for unlock accounted to the number of authorized interests 可解除限售數量佔獲授權益數量比例
First Unlocking Period 第一個解除限售期	Commencing from the first trading day upon the expiry of 24 months from the date of the first grant to the last trading day upon the expiry of 36 months from the date of the first grant 自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34%
Second Unlock Period 第二個解除限售期	Commencing from the first trading day upon the expiry of 36 months from the date of the first grant to the last trading day upon the expiry of 48 months from the date of the first grant 自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33%
Third Unlock Period 第三個解除限售期	Commencing from the first trading day upon the expiry of 48 months from the date of the first grant to the last trading day upon the expiry of 60 months from the date of the first grant 自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33%

After unlocking, the Company handles the release of restricted shares for the Participants who meet the conditions for unlock of Restricted Shares, and the restricted shares held by the Participants who do not meet the conditions for release of restricted shares are repurchased by the Company.

解除限售後，公司為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票由公司回購。

During the Restricted Period, the Restricted Shares granted to the Participants under this Incentive Scheme shall be restricted for sale and shall not be transferred, used for guarantee or repayment of debts. Shares acquired by the Participants as a result of capitalization of capital surplus, distribution of stock dividends, stock splits, in connection with the Restricted Shares granted that have not yet been unlocked from restricted sale shall be locked up at the same time in accordance with this Incentive Scheme.

在限售期內，激勵對象根據本激勵計劃獲授的限制性股票予以限售，不得轉讓、不得用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而取得的資本公積轉增股本、派發股票紅利、股票拆細等股份同時按本激勵計劃進行鎖定。

#### 七、股份限制減持情況說明(續)

##### 3、2023年限制性股票激勵計劃限制減持(續)

本激勵計劃首次授予的限制性股票的解除限售期及各期解除限售比例安排如下表所示：

#### VIII. Specific implementation of share repurchase during the Reporting Period

☐ Applicable ☒ Not applicable

#### 八、股份回購在報告期的具體實施情況

☐ 適用 ☒ 不適用



## Section 10 Information about Preference Shares

### 第十節 優先股相關情況

☐ Applicable    ☒ Not applicable

☐ 適用    ☒ 不適用

## Section 11 CORPORATE BONDS

### 第十一節 債券相關情況



#### I. CORPORATE BONDS, COMPANY BONDS AND DEBT FINANCING INSTRUMENTS OF NON FINANCIAL ENTERPRISES

☐ Applicable    ☒ Not Applicable

#### II. CONVERTIBLE BONDS

☐ Applicable    ☒ Not Applicable

#### 一、公司債券(含企業債券)和非金融企業債務融資工具

☐ 適用    ☒ 不適用

#### 二、可轉換公司債券情況

☐ 適用    ☒ 不適用





## Section 12 FINANCIAL REPORT

### 第十二節 財務報告

DXSZ[2025]No. 1-00197

大信審字[2025]第1-00197號

To all shareholders of Beijing Jingcheng Machinery Electric Co., Ltd.

北京京城機電股份有限公司全體股東：

#### I. Audit Opinion

We have audited financial statements of Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as "The Company"), including Consolidated and Parent Company's Balance Sheets on December 31, 2024, Consolidated and Parent Company's Income Statements, Consolidated and Parent Company's Cash Flow Statements, Consolidated and Parent Company's Statements of Changes in Shareholders' Equity in 2024, and Notes to the Financial Statements.

We deem that all major sections in the financial statements attached hereinafter are compiled in accordance with Accounting Standards for Business Enterprises, and they fairly present the consolidated and parent company's financial situation of the Company on December 31, 2024, as well as consolidated and parent company's operation revenue and cash flow in 2024.

#### II. Basis for Audit Opinion

We conducted our audit in accordance with the Auditing Standards for Certified Public Accountants of China. In the Auditor's Report, the section titled "CPAs' Responsibilities for the Audit of the Financial Statements" further describes our responsibilities under these standards. We conduct our audit in accordance with the China Code of Ethics for Certified Public Accountants, and we are independent of the Company, and fulfill other responsibilities in ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### III. Key Audit Matters

Key audit matters are those matters that are deemed most significant to the audit of the financial statements for the current period based on our professional judgment. These matters are addressed by auditing the financial statements integrally and forming the audit opinion, so we do not express the opinions for them separately.

#### 一、審計意見

我們審計了北京京城機電股份有限公司（以下簡稱「貴公司」）的財務報表，包括2024年12月31日的合併及母公司資產負債表，2024年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表，以及財務報表附註。

我們認為，後附的財務報表在所有重大方面按照企業會計準則的規定編制，公允反映了貴公司2024年12月31日的合併及母公司財務狀況以及2024年度的合併及母公司經營成果和現金流量。

#### 二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於貴公司，並履行了職業道德方面的其他責任。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

#### 三、關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

## Section 12 FINANCIAL REPORT

### 第十二節 財務報告



### III. Key Audit Matters (Continued)

Key audit matters recognized by us in current financial statements are as follows:

#### 1. Provision for inventory depreciation

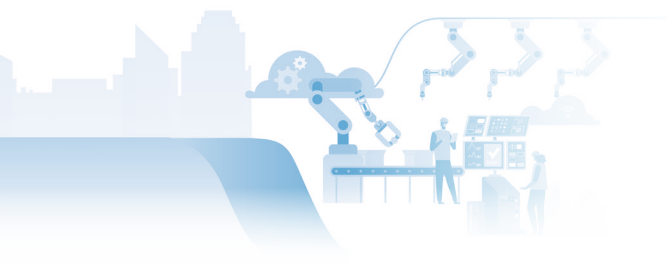
Key Audit Matters	Countermeasures in the audit
See notes III, (12) "Inventory" and notes V, (7) "Inventory" in financial statements. The Company is mainly engaged in gas storage and transportation, intelligent manufacturing. On December 31, 2024, the book balance of inventory was 347,866,467.93 yuan, balance of impairment reserves is 25,067,741.13 yuan, and the book value is 322,798,726.80 yuan. Inventory of the Company is measured at the lower between cost and net realizable value. The net realizable value = the estimated selling price of the inventory - the estimated cost to be incurred when production is completed - estimated selling expenses and related taxes. As the amount of the inventory is enormous, and due to the complexity of the impairment testing process, determination of the net realizable value of inventory involves management of the Company (hereinafter referred to as the management) using significant accounting estimates and judgments. Therefore, we designate the provision for inventory impairment as a key audit matter.	<p>Main audit procedures conducted by us:</p> <ol style="list-style-type: none"> <li>(1) To understand and evaluate the effectiveness of design and operation of internal controls, which are conducted by the management and are related to provision for inventory depreciation, and to test the effectiveness of the implementation of key controls, including controls related to the identification of objective evidence of inventory impairment and the calculation of impairment reserves;</li> <li>(2) To carry out monitoring procedures on inventory, and check quantity and condition of the inventory;</li> <li>(3) Obtain a list about inventory age at the end of each period, combining with the situation about products, analyze and review inventory with an old age, so as to analyze whether provision for inventory impairment is reasonable or not;</li> <li>(4) Compare the estimated selling price of inventory with the actual selling price on the day when financial statements are completed, so as to determine the appropriateness of management's estimated selling price;</li> <li>(5) Recalculate the impairment reserves to assess adequacy of provision for impairment reserves and the accuracy of calculation; And pay attention to subsequent changes of inventory;</li> <li>(6) Review variation on provision for inventory impairment (which is calculated in previous year) in current year, and appraise reasonableness of variation on provision for inventory depreciation.</li> </ol>

### 三、關鍵審計事項(續)

我們在本期財務報表審計中識別出的關鍵審計事項如下：

#### 1. 存貨跌價計提準備

關鍵審計事項	審計中的應對
參見財務報表附註三、(十二)「存貨」及附註五、(七)「存貨」。貴公司主要從事氣體儲運、智能製造行業，2024年12月31日，存貨賬面餘額347,866,467.93元，跌價準備餘額25,067,741.13元，賬面價值322,798,726.80元。貴公司存貨按成本和可變現淨值孰低計量。可變現淨值以存貨的預計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額確定，由於存貨金額重大，且減值測試過程較為複雜，在確定存貨可變現淨值時涉及貴公司管理層(以下簡稱管理層)運用重大會計估計和判斷，因此我們將存貨跌價準備的計提確定為關鍵審計事項。	我們執行的主要審計程序：
	<ol style="list-style-type: none"> <li>(1) 瞭解及評價管理層存貨管理跌價計提相關內部控制設計和運行的有效性，測試關鍵控制執行的有效性，包括有關識別存貨跌價客觀證據和計算跌價準備的控制；</li> <li>(2) 對存貨實施監盤程序，檢查存貨的數量、狀況等；</li> <li>(3) 取得存貨的期末庫齡清單，結合產品的狀況，對長庫齡的存貨進行分析性覆核，分析存貨跌價準備是否合理；</li> <li>(4) 對存貨預計售價與報表日前後的實際售價進行比較，以判斷管理層對預計售價估計的恰當性；</li> <li>(5) 重新計算跌價準備以評估跌價準備計提的充分性和計算的準確性；並對存貨期後變動情況進行關注；</li> <li>(6) 檢查以前年度計提的存貨跌價準備本年的變化情況，分析存貨跌價準備變化的合理性。</li> </ol>



## Section 12 FINANCIAL REPORT

### 第十二節 財務報告

#### III. Key Audit Matters (Continued)

##### 2. Recognition and measurement of goodwill impairment reserves

###### Key Audit Matters

See Notes III, (21) "Long-term asset impairment" and notes V, (15) "Goodwill" to the financial statements. On December 31, 2024, net value of goodwill of the Company is 168,996,039.10 yuan, which is formed in acquisition of Qingdao BYTQ United Digital Intelligence Co., Ltd.. According to the provisions of the accounting standards for business enterprises, the goodwill formed as a result of the business combination shall be subjected to an impairment test at least at the end of each year, and the impairment test is based on the recoverable amount of the asset group or asset group combination containing the goodwill. When predicting recoverable amounts, significant judgment of management is involved, so we designate recognition and measurement of impairment assessment of goodwill as a key audit matter.

###### Countermeasures in the audit

Main audit procedures conducted by us:

- (1) Understand, evaluate and test management's key internal controls related to goodwill impairment testing;
- (2) evaluate management's recognition of the asset group or asset portfolio in which goodwill is located and the allocation method of goodwill;
- (3) Assess the independence and professional competence of external experts employed by the management;
- (4) Analyze the mode of cash inflow generated by the asset group, and judge the appropriateness of the management's recognition of the asset group in which goodwill is located, combining with the management's management mode of production and operation activities, business planning and changes in relevant business operation components;
- (5) Review and assess the calculation models, applicable purposes and methods of the present value of future cash flows adopted by the management and the third-party evaluation agencies employed by them;
- (6) Appraise critical assumptions and judgments used in future cash flow forecast of the asset group for goodwill compiled by the management, as well as the basis for identifying key parameters such as revenue growth rate in the forecast period, the growth rate in the stable period, the gross margin and the discount rate used in calculation of present value of future cash flow, and make comparison and analysis with previous data and industry data of asset groups in previous years; Evaluate reasonableness of relevant business market trends;

#### 三、關鍵審計事項(續)

##### 2. 商譽減值準備的確認和計量

###### 關鍵審計事項

參見財務報表附註三、(二十一)「長期資產減值」及附註五、(十五)「商譽。」2024年12月31日，貴公司商譽淨值168,996,039.10元，為收購青島北洋天青數聯智能有限公司形成的。根據企業會計準則的規定，因企業合併形成的商譽，至少應當在每年年度終了進行減值測試，減值測試以包含商譽的資產組或資產組組合的可收回金額為基礎。在對可收回金額進行預測時，涉及管理層的重大判斷，因此我們將商譽減值準備的確認和計量列為關鍵審計事項。

###### 審計中的應對

我們執行的主要審計程序：

- (1) 瞭解、評估並測試管理層針對商譽減值測試相關的關鍵內部控制；
- (2) 評價管理層對商譽所在資產組或資產組組合的認定和商譽的分攤方法；
- (3) 評估管理層聘請外部專家的獨立性和專業勝任能力；
- (4) 分析資產組產生現金流入的方式，並結合管理層對生產經營活動的管理模式、業務規劃以及相關業務經營組成部分的變化，判斷管理層認定商譽所在資產組的恰當性；
- (5) 覆核並評價管理層及其聘請的第三方評估機構採用的未來現金流量現值的計算模型、適用目的及方法；
- (6) 評價管理層編制的商譽所在資產組未來現金流量預測所採用的重要假設和重大判斷，以及未來現金流量現值計算中所採用的預測期收入增長率、穩定期增長率、毛利率、折現率等關鍵參數的確定依據，並與資產組以前年度的歷史數據和行業數據進行比較分析，結合相關業務的市場趨勢，評估其合理性；

## Section 12 FINANCIAL REPORT

### 第十二節 財務報告



### III. Key Audit Matters (Continued)

#### 2. Recognition and measurement of goodwill impairment reserves (Continued)

Key Audit Matters	Countermeasures in the audit
	(7) Review the calculation process of present value of estimated future cash flows;
	(8) Review the appropriateness of the disclosures relating to goodwill in notes to financial statements.

### 三、關鍵審計事項(續)

#### 2. 商譽減值準備的確認和計量(續)

關鍵審計事項	審計中的應對
	(7) 對預計未來現金流量現值的計算過程進行覆核；
	(8) 覆核財務報表附註中與商譽相關披露是否恰當。

### IV. Other Information

The management is responsible for other information. Other information includes information covered in the Company's 2024 annual report, but excludes the financial statements and our audit reports.

Our audit opinion about the financial statements does not include other information, nor do we express any form of conclusion about other information.

Combining with our audit of the financial statements, it is our responsibility to read the other information and, in the process, consider whether the other information is seriously inconsistent with financial statements, or whether there are serious wrong report in the report.

Based on the work we have performed, if we determine that there are serious wrong reports about other information, we should report that fact. We have nothing to report in this facet.

### 四、其他信息

管理層對其他信息負責。其他信息包括貴公司2024年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見並不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

### V. Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of the financial statements in accordance with Accounting Standards for Business Enterprises to achieve fair presentation; and designing, implementing and maintaining necessary internal control to make sure that the financial statements are free from material misstatement, whether due to fraud or error.

In preparation of the Financial Statements, the Management is responsible for assessing the Company's going-concern ability, disclosing the going-concern related items (if applicable) and applying going-concern assumptions, unless otherwise the Management either intends to liquidate the Company, or to cease operations or has no realistic alternative but to do so.

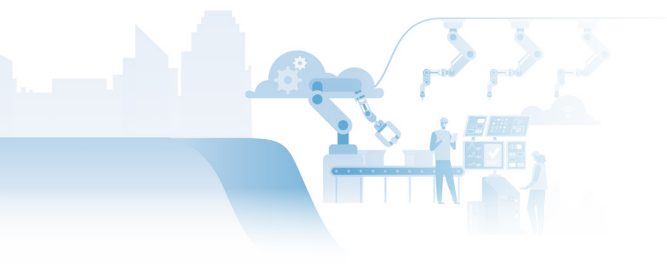
Those Charged with Governance is responsible for supervising the Company's financial reporting process.

### 五、管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編制財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編制財務報表時，管理層負責評估貴公司的持續經營能力，披露與持續經營相關的事項(如適用)，並運用持續經營假設，除非管理層計劃清算貴公司、終止運營或別無其他現實的選擇。

治理層負責監督貴公司的財務報告過程。



## Section 12 FINANCIAL REPORT

### 第十二節 財務報告

#### VI. CPAs' Responsibility for Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high-level assurance, but it does not guarantee that an audit conducted in accordance with auditing standards can always detect a material misstatement when it exists. Misstatements may arise from fraud or error, and if, individually or in aggregate, they could reasonably be expected to influence the economic decisions users' economic decisions, who draw on these financial statements, then normally those misstatements are regarded as material.

We exercise professional judgment and maintain professional skepticism in carrying out our audit in accordance with the Auditing Standards. At the same time, we also:

- (1) Identify and assess risks of material misstatement of financial statements due to fraud or errors, design and implement audit procedures to handle these risks, and obtain adequate and appropriate audit evidence as a basis for issuing audit opinions. The risk of not detecting a material misstatement resulting from fraudulent practices is higher than that resulting from mistakes, as fraudulent practices may involve conspiracy, forgery, intentional omissions, misrepresentations, or the overriding of internal control.
- (2) Understand the internal control relevant to the audit in order to design appropriate audit procedures.
- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- (4) Conclude on the appropriateness of the Management's use of the going concern basis of accounting. At the same time, based on the audit evidence obtained, we conclude on whether a material uncertainty exists, which are related to events or conditions that may cast a significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to remind financial statements users to pay attention to related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on information available as of the date of the Auditor's Report. However, future events or conditions may cause the the Company to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements and evaluate whether the financial statements fairly reflect relevant transactions and events.
- (6) Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company, so as to express audit opinions on the financial statements. We are responsible for guiding, supervising, and performing the group audit, and assume all responsibilities for our opinions.

#### 六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- (一) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- (二) 瞭解與審計相關的內部控制，以設計恰當的審計程序。
- (三) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。
- (四) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對貴公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致貴公司不能持續經營。
- (五) 評價財務報表的總體列報、結構和內容，並評價財務報表是否公允反映相關交易和事項。
- (六) 就貴公司中實體或業務活動的財務信息獲取充分、恰當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。



## Section 12 FINANCIAL REPORT

### 第十二節 財務報告



#### VI. CPAs' Responsibility for Audit of Financial Statements (Continued)

We communicate with those Charged with Governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those Charged with Governance with a statement regarding compliance with ethical requirements related to independence, and communicate with those Charged with Governance about all relationships and other matters that are reasonably considered to affect our independence, as well as related precautions (if applicable).

From the matters communicated with those Charged with Governance, we determine which items are most important to the audit of the financial statements for the current period and thus constitute a key audit matter. We described these matters in our auditor's report, unless law or regulations ban public disclosure about those matters, or in those rare circumstances where we determine not to communicate with those Charged with Governance about a matter in our auditor's report, if we reasonably expect that the adverse consequences of communicating about such matters in our auditor's report would outweigh benefits of public interest.

There is no text on this page, which is for seal and signature of "Audit' Report of WUYIGE CERTIFIED PUBLIC ACCOUNTANTS LLP. for Beijing Jingcheng Machinery Electric Co., Ltd. DXSZ[2025]No. 1-00197".

Wuyige Certified Public Accountants LLP.

Certified Public Accountant of China: Han Xueyan  
(Engagement Partner)

Certified Public Accountant of China: Wang Peng

Beijing, China  
March 28, 2025

#### 六、註冊會計師對財務報表審計的責任(續)

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

從與治理層溝通過的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

此頁無正文，為《大信會計師事務所(特殊普通合夥)關於北京京城機電股份有限公司，大信審字[2025]第1-00197號審計報告》之蓋章簽字頁。

大信會計師事務所(特殊普通合夥)

中國註冊會計師：韓雪鵬  
(項目合夥人)

中國註冊會計師：王鵬

中國北京  
二〇二五年三月二十八日



# Consolidated Balance Sheet

## 合併資產負債表

31 December 2024  
2024年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Current assets:</b>	<b>流動資產：</b>			
Cash at bank and on hand	貨幣資金	V. (1)/五(一)	482,988,509.97	502,766,015.92
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據	V. (2)/五(二)	14,048,892.34	3,590,000.00
Accounts receivable	應收賬款	V. (3)/五(三)	499,865,493.32	385,061,945.72
Receivables financing	應收款項融資	V. (4)/五(四)	17,738,416.42	32,346,639.47
Advances to suppliers	預付款項	V. (5)/五(五)	44,784,447.17	50,416,543.28
Other receivables	其他應收款	V. (6)/五(六)	3,253,586.63	2,887,349.53
Including: interest receivable	其中：應收利息			
Dividends receivable	應收股利			
Inventory	存貨	五(七)	322,798,726.80	290,385,240.50
Including: data resources	其中：數據資源			
Contract assets	合同資產	V. (8)/五(八)	17,727,137.20	
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產	V. (9)/五(九)	66,859,038.79	9,687,325.81
<b>Total current assets</b>	<b>流動資產合計</b>		<b>1,470,064,248.64</b>	<b>1,277,141,060.23</b>
<b>Non-current assets:</b>	<b>非流動資產：</b>			
Debt investments	債權投資			
Other debt investments	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	V. (10)/五(十)	113,338,773.49	104,890,267.71
Other equity instruments investments	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產	V. (11)/五(十一)	603,611,099.03	636,006,382.70
Construction work in process	在建工程	V. (12)/五(十二)	280,234,944.36	74,093,650.27
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	V. (13)/五(十三)	184,732,895.25	203,292,878.66
Intangible assets	無形資產	V. (14)/五(十四)	173,323,950.09	182,280,480.78
Including: data resources	其中：數據資源			
Development expenditures	開發支出			
Including: data resources	其中：數據資源			
Goodwill	商譽	V. (15)/五(十五)	168,996,039.10	168,996,039.10
Long-term deferred expenses	長期待攤費用	V. (16)/五(十六)	11,538,542.98	13,586,338.18
Deferred income tax assets	遞延所得稅資產	V. (17)/五(十七)	62,473,777.37	63,662,495.78
Other non-current assets	其他非流動資產	V. (18)/五(十八)	18,299,049.58	88,393,971.47
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>1,616,549,071.25</b>	<b>1,535,202,504.65</b>
<b>Total assets</b>	<b>資產總計</b>		<b>3,086,613,319.89</b>	<b>2,812,343,564.88</b>

# Consolidated Balance Sheet

## 合併資產負債表

31 December 2024

2024年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元



Item	項目	Notes 附註	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Current liabilities:</b>	<b>流動負債：</b>			
Short-term loans	短期借款	V. (20)/五(二十)	230,000,000.00	140,000,000.00
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據	V. (21)/五(二十一)	116,344,018.02	85,759,357.39
Accounts payable	應付賬款	V. (22)/五(二十二)	395,135,400.60	350,116,028.25
Deposit received	預收款項			
Contract liabilities	合同負債	V. (23)/五(二十三)	65,835,225.59	47,451,038.27
Staff salaries payable	應付職工薪酬	V. (24)/五(二十四)	37,221,250.27	31,113,332.96
Taxes payable	應交稅費	V. (25)/五(二十五)	17,922,431.27	18,694,312.91
Other payables	其他應付款	V. (26)/五(二十六)	69,177,703.97	77,468,799.94
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債	V. (27)/五(二十七)	15,578,997.72	15,339,940.56
Other current liabilities	其他流動負債	V. (28)/五(二十八)	14,537,663.61	9,200,236.26
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>961,752,691.05</b>	<b>775,143,046.54</b>
<b>Non-current liabilities:</b>	<b>非流動負債：</b>			
Long-term loans	長期借款	V. (29)/五(二十九)	133,350,000.00	70,000,000.00
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債	V. (30)/五(三十)	220,087,249.70	234,016,247.39
Long-term payables	長期應付款	V. (31)/五(三十一)	253,207,700.00	253,207,700.00
Long-term staff salaries payable	長期應付職工薪酬	V. (32)/五(三十二)	33,131,627.97	31,730,620.28
Expected liabilities	預計負債	V. (33)/五(三十三)	7,986,099.32	4,989,719.00
Deferred income	遞延收益	V. (34)/五(三十四)	13,453,008.53	7,998,474.74
Deferred income tax liabilities	遞延所得稅負債	V. (17)/五(十七)	51,487,703.77	56,850,982.85
Other non-current liabilities	其他非流動負債			
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>712,703,389.29</b>	<b>658,793,744.26</b>
<b>Total liabilities</b>	<b>負債合計</b>		<b>1,674,456,080.34</b>	<b>1,433,936,790.80</b>

# Consolidated Balance Sheet

## 合併資產負債表

31 December 2024  
2024年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Shareholders' equity:</b>	<b>股東權益：</b>			
Share capital	股本	V. (35)/五(三十五)	<b>547,665,988.00</b>	547,665,988.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積	V. (36)/五(三十六)	<b>1,195,306,532.75</b>	1,186,456,814.83
Less: treasury shares	減：庫存股			
Other comprehensive income	其他綜合收益	V. (37)/五(三十七)	<b>4,172,992.51</b>	3,094,393.89
Special reserves	專項儲備	V. (38)/五(三十八)	<b>1,222,044.23</b>	381,371.62
Surplus reserves	盈餘公積	V. (39)/五(三十九)	<b>45,665,647.68</b>	45,665,647.68
Undistributed profits	未分配利潤	V. (40)/五(四十)	<b>-709,876,579.95</b>	-717,353,627.48
Total Shareholders' equity attributable to parent company	歸屬於母公司股東權益合計		<b>1,084,156,625.22</b>	1,065,910,588.54
Minority shareholders' equity	少數股東權益		<b>328,000,614.33</b>	312,496,185.54
<b>Total shareholders' equity</b>	<b>股東權益合計</b>		<b>1,412,157,239.55</b>	1,378,406,774.08
<b>Total liabilities and shareholders' equity</b>	<b>負債和股東權益總計</b>		<b>3,086,613,319.89</b>	2,812,343,564.88

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Balance Sheet of the Parent Company

## 母公司資產負債表

31 December 2024

2024年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Current assets:</b>	<b>流動資產：</b>			
Cash at bank and on hand	貨幣資金		60,762,474.36	62,961,991.24
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據			
Accounts receivable	應收賬款	XVII.(1)/十七(一)	37,794,280.34	104,517,462.87
Receivables financing	應收款項融資			
Advances to suppliers	預付款項			
Other receivables	其他應收款	XVII.(2)/十七(二)	416,581,646.88	411,267,924.92
Including: Interest receivable	其中：應收利息		47,413,555.08	44,627,055.08
Dividends receivable	應收股利			
Inventory	存貨			
Including: data resources	其中：數據資源			
Contract assets	合同資產		12,005,026.15	
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產			
<b>Total current assets</b>	<b>流動資產合計</b>		<b>527,143,427.73</b>	<b>578,747,379.03</b>
<b>Non-current assets:</b>	<b>非流動資產：</b>			
Debt investments	債權投資			
Other debt investments	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	XVII.(3)/十七(三)	1,600,273,940.36	1,400,273,940.36
Other equity instruments investments	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產		85,551.91	110,744.26
Construction work in process	在建工程			
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產		302,780.98	1,211,123.74
Intangible assets	無形資產			
Including: data resources	其中：數據資源			
Development expenditures	開發支出			
Including: data resources	其中：數據資源			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用		177,274.57	742,144.96
Deferred income tax assets	遞延所得稅資產		633,358.37	238,183.77
Other non-current assets	其他非流動資產			
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>1,601,472,906.19</b>	<b>1,402,576,137.09</b>
<b>Total assets</b>	<b>資產總計</b>		<b>2,128,616,333.92</b>	<b>1,981,323,516.12</b>

# Balance Sheet of the Parent Company

## 母公司資產負債表

31 December 2024  
2024年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Current liabilities:</b>	<b>流動負債：</b>			
Short-term loans	短期借款			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據			
Accounts payable	應付賬款		52,141,318.82	108,652,024.80
Deposit received	預收款項			
Contract liabilities	合同負債			
Staff salaries payable	應付職工薪酬		6,915,363.05	5,037,249.58
Taxes payable	應交稅費		408,739.18	312,341.09
Other payables	其他應付款		23,603,043.73	23,350,717.43
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債			952,735.10
Other current liabilities	其他流動負債			
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>83,068,464.78</b>	<b>138,305,068.00</b>
<b>Non-current liabilities:</b>	<b>非流動負債：</b>			
Long-term loans	長期借款			
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債			
Long-term payables	長期應付款		200,000,000.00	
Long-term staff salaries payable	長期應付職工薪酬			
Expected liabilities	預計負債			
Deferred income	遞延收益			
Deferred income tax liabilities	遞延所得稅負債		75,695.24	302,780.94
Other non-current liabilities	其他非流動負債			
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>200,075,695.24</b>	<b>302,780.94</b>
<b>Total liabilities</b>	<b>負債合計</b>		<b>283,144,160.02</b>	<b>138,607,848.94</b>
<b>Shareholders' equity:</b>	<b>股東權益：</b>			
Share capital	股本		547,665,988.00	547,665,988.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積		1,320,831,896.72	1,319,146,235.48
Less: treasury shares	減：庫存股			
Other comprehensive income	其他綜合收益			
Special reserves	專項儲備			
Surplus reserves	盈餘公積		38,071,282.24	38,071,282.24
Undistributed profits	未分配利潤		-61,096,993.06	-62,167,838.54
<b>Total shareholders' equity</b>	<b>股東權益合計</b>		<b>1,845,472,173.90</b>	<b>1,842,715,667.18</b>
<b>Total liabilities and shareholders' equity</b>	<b>負債和股東權益總計</b>		<b>2,128,616,333.92</b>	<b>1,981,323,516.12</b>

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Consolidated Income Statement

## 合併利潤表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>I. Operating revenue</b>	<b>一、營業收入</b>	V.(41)/五(四十一)	<b>1,648,860,246.58</b>	1,405,495,692.08
Less: operating costs	減：營業成本	V.(41)/五(四十一)	<b>1,340,508,218.30</b>	1,191,424,025.09
Taxes and surcharges	稅金及附加	V.(42)/五(四十二)	<b>11,288,726.80</b>	7,911,881.71
Selling expenses	銷售費用	V.(43)/五(四十三)	<b>44,335,591.91</b>	45,065,193.02
Administrative expenses	管理費用	V.(44)/五(四十四)	<b>127,786,552.09</b>	120,477,225.32
R&D expenses	研發費用	V.(45)/五(四十五)	<b>69,021,375.00</b>	66,447,976.37
Financial expenses	財務費用	V.(46)/五(四十六)	<b>11,723,605.52</b>	13,558,224.97
Including: interest expenses	其中：利息費用		<b>18,115,965.90</b>	18,182,783.46
Interest income	利息收入		<b>5,275,823.47</b>	4,618,837.01
Add: other income	加：其他收益	V.(47)/五(四十七)	<b>12,540,134.71</b>	10,491,764.13
Investment income	投資收益			
(loss to be listed with "-")	(損失以「-」號填列)	V.(48)/五(四十八)	<b>17,014,252.86</b>	11,998,754.61
Including: investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益		<b>6,006,496.51</b>	11,855,196.49
Revenue from derecognition of financial assets measured at amortized cost	以攤餘成本計量的金融資產終止確認收益			
Net exposure hedging income	淨敞口套期收益			
(loss to be listed with "-")	(損失以「-」號填列)			
Incomes from fair value changes	公允價值變動收益(損失以「-」號填列)			
(loss to be listed with "-")	(損失以「-」號填列)			
Credit impairment loss	信用減值損失			
(loss to be listed with "-")	(損失以「-」號填列)	V.(49)/五(四十九)	<b>-11,361,408.14</b>	-5,077,178.43
Asset impairment loss	資產減值損失			
(loss to be listed with "-")	(損失以「-」號填列)	V.(50)/五(五十)	<b>-22,606,278.80</b>	-32,396,390.18
Income of assets disposal	資產處置收益			
(loss to be listed with "-")	(損失以「-」號填列)	V.(51)/五(五十一)	<b>171,297.46</b>	123,479.33
<b>II. Operating profit (loss to be listed with "-")</b>	<b>二、營業利潤(虧損以「-」號填列)</b>		<b>39,954,175.05</b>	-54,248,404.94
Add: non-operating revenue	加：營業外收入	V.(52)/五(五十二)	<b>1,114,470.68</b>	1,735,053.15
Less: non-operating expenses	減：營業外支出	V.(53)/五(五十三)	<b>1,330,884.68</b>	858,877.75
<b>III. Total profit (total loss to be listed with "-")</b>	<b>三、利潤總額(虧損總額以「-」號填列)</b>		<b>39,737,761.05</b>	-53,372,229.54
Less: income tax expenses	減：所得稅費用	V.(54)/五(五十四)	<b>17,192,582.04</b>	22,879,768.10
<b>IV. Net profit (net loss to be listed with "-")</b>	<b>四、淨利潤(淨虧損以「-」號填列)</b>		<b>22,545,179.01</b>	-76,251,997.64
(I) Classified by going concern basis:	(一)按經營持續性分類：			
1. Net profit from continuing operation (net losses to be listed with "-")	1. 持續經營淨利潤(淨虧損以「-」號填列)		<b>22,545,179.01</b>	-76,251,997.64
2. Net profit from discontinued operation (net losses to be listed with "-")	2. 終止經營淨利潤(淨虧損以「-」號填列)			
(II) Classification by ownership:	(二)按所有權歸屬分類：			
1. Net profit attributable to shareholders of the parent company (net losses to be listed with "-")	1. 歸屬於母公司股東的淨利潤(淨虧損以「-」號填列)		<b>7,477,047.53</b>	-51,675,143.59
2. losses and benefits of minority shareholders (net losses to be listed with "-")	2. 少數股東損益(淨虧損以「-」號填列)		<b>15,068,131.48</b>	-24,576,854.05



# Consolidated Income Statement

## 合併利潤表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>V. Net after-tax amount of other comprehensive income</b>	<b>五、其他綜合收益的稅後淨額</b>		<b>1,194,001.93</b>	1,066,767.58
(I) Net after-tax amount of other comprehensive income attributable to shareholders of the parent company	(一) 歸屬母公司股東的其他綜合收益的稅後淨額		<b>1,078,598.62</b>	965,657.08
1. Other comprehensive income that cannot be reclassified to profit or loss	1. 不能重分類進損益的其他綜合收益			
(1) Changes arising from re-measurement of the defined benefit plans	(1) 重新計量設定受益計劃變動額			
(2) Other comprehensive income that cannot be reclassified to profit or loss under the equity method	(2) 權益法下不能轉損益的其他綜合收益			
(3) Changes in fair value of other equity instruments investments	(3) 其他權益工具投資公允價值變動			
(4) Changes in fair value of the Company's credit risk	(4) 企業自身信用風險公允價值變動			
2. Other comprehensive income reclassified to profit or loss	2. 將重分類進損益的其他綜合收益		<b>1,078,598.62</b>	965,657.08
(1) Other comprehensive income that can be reclassified to profit or loss under the equity method	(1) 權益法下可轉損益的其他綜合收益		<b>-7,990.73</b>	8,939.39
(2) Changes in fair value of other debt investments	(2) 其他債權投資公允價值變動			
(3) The amount of financial assets reclassified into other comprehensive incomes	(3) 金融資產重分類計入其他綜合收益的金額			
(4) Provision for credit impairment of other debt investments	(4) 其他債權投資信用減值準備			
(5) Cash flow hedging reserve	(5) 現金流量套期儲備			
(6) Currency translation difference in financial statements	(6) 外幣財務報表折算差額		<b>1,086,589.35</b>	956,717.69
(7) Others	(7) 其他			
(II) Net after-tax amount of other comprehensive income attributable to minority shareholders	(二) 歸屬於少數股東的其他綜合收益的稅後淨額		<b>115,403.31</b>	101,110.50
<b>VI. Total comprehensive income</b>	<b>六、綜合收益總額</b>		<b>23,739,180.94</b>	-75,185,230.06
1. Total comprehensive incomes attributable to shareholders of the parent company	(一) 歸屬於母公司股東的綜合收益總額		<b>8,555,646.15</b>	-50,709,486.51
2. Total comprehensive income attributable to minority shareholders	(二) 歸屬於少數股東的綜合收益總額		<b>15,183,534.79</b>	-24,475,743.55
<b>VII. Earnings per share:</b>	<b>七、每股收益</b>			
(I) Primary earnings per share	(一) 基本每股收益		<b>0.01</b>	-0.10
(II) Diluted earnings per share	(二) 稀釋每股收益		<b>0.01</b>	-0.10

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Income Statement of the Parent Company

## 母公司利潤表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>I. Operating revenue</b>	<b>一、營業收入</b>	XVII.(4)/十七(四)	<b>3,917,256.80</b>	4,742,489.73
Less: operating costs	減：營業成本	XVII.(4)/十七(四)		
Taxes and surcharges	稅金及附加		<b>161,281.63</b>	235,588.60
Selling expenses	銷售費用			
Administrative expenses	管理費用		<b>17,003,803.05</b>	16,782,703.70
R&D expenses	研發費用			
Financial expenses	財務費用		<b>-11,993,619.84</b>	-12,325,312.82
Including: interest expenses	其中：利息費用		<b>25,163.52</b>	69,501.03
Interest income	利息收入		<b>12,025,928.84</b>	12,402,582.37
Add: other incomes	加：其他收益		<b>25,726.06</b>	
Investment income	投資收益			
(loss to be listed with "-")	(損失以「-」號填列)			
Including: investment income	其中：對聯營企業和合			
from associates and joint ventures	營企業的投資收			
	益			
Revenue from derecognition of financial	以攤餘成本計量的金融			
assets measured at amortized cost	資產終止確認收益			
Net exposure hedging income	淨敞口套期收益			
(loss to be listed with "-")	(損失以「-」號填列)			
Incomes from fair value changes	公允價值變動收益			
(loss to be listed with "-")	(損失以「-」號填列)			
Credit impairment loss	信用減值損失			
(loss to be listed with "-")	(損失以「-」號填列)		<b>2,984,057.55</b>	-3,785,434.58
Asset impairment loss	資產減值損失			
(loss to be listed with "-")	(損失以「-」號填列)		<b>-278,843.85</b>	
Income of assets disposal	資產處置收益			
(loss to be listed with "-")	(損失以「-」號填列)			
<b>II. Operating profit (loss to be listed with "-")</b>	<b>二、營業利潤(虧損以「-」號填</b>		<b>1,476,731.72</b>	-3,735,924.33
Add: non-operating revenue	加：營業外收入			
Less: non-operating expenses	減：營業外支出			
<b>III. Total profit (total loss to be listed with "-")</b>	<b>三、利潤總額(虧損總額以「-」號</b>		<b>1,476,731.72</b>	-3,735,924.33
Less: income tax expenses	減：所得稅費用		<b>405,886.24</b>	-4,599.04
<b>IV. Net profit (net loss to be listed with "-")</b>	<b>四、淨利潤(淨虧損以「-」號填</b>		<b>1,070,845.48</b>	-3,731,325.29
(I) Net profit from continuing operation (net loss	(一)持續經營淨利潤(淨虧		<b>1,070,845.48</b>	-3,731,325.29
to be listed with "-")	損以「-」號填列)			
(II) Net profit from discontinued operation (net	(二)終止經營淨利潤(淨虧			
loss to be listed with "-")	損以「-」號填列)			

# Income Statement of the Parent Company

## 母公司利潤表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>V. Net after-tax amount of other comprehensive income</b>	<b>五、其他綜合收益的稅後淨額</b>			
(I) Other comprehensive income that cannot be reclassified to profit or loss	(一)不能重分類進損益的其 他綜合收益			
1. Changes arising from re-measurement of the defined benefit plans	1. 重新計量設定受益 計劃變動額			
2. Other comprehensive income that cannot be reclassified to profit or loss under the equity method	2. 權益法下不能轉損 益的其他綜合收益			
3. Changes in fair value of other equity instruments investments	3. 其他權益工具投資 公允價值變動			
4. Change in fair value of the Company's credit risk	4. 企業自身信用風險 公允價值變動			
(II) Other comprehensive income reclassified to profit or loss	(二)將重分類進損益的其他 綜合收益			
1. Other comprehensive income to be reclassified into profit or loss under the equity method	1. 權益法下可轉損益 的其他綜合收益			
2. Changes in fair value of other debt instruments	2. 其他債權投資公允 價值變動			
3. The amount of financial assets reclassified into other comprehensive income	3. 金融資產重分類計 入其他綜合收益的 金額			
4. Provision for credit impairment of other debt instruments	4. 其他債權投資信用 減值準備			
5. Cash flow hedging reserve	5. 現金流量套期儲備			
6. Currency translation difference in financial statements	6. 外幣財務報表折算 差額			
7. Others	7. 其他			
<b>VI. Total comprehensive income</b>	<b>六、綜合收益總額</b>		<b>1,070,845.48</b>	-3,731,325.29
<b>VII. Earnings per share:</b>	<b>七、每股收益</b>			
(I) Primary earnings per share	(一)基本每股收益			
(II) Diluted earnings per share	(二)稀釋每股收益			

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Consolidated Cash Flow Statement

## 合併現金流量表

FY 2024  
2024 年度



Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>			
Cash received from sale of goods and provision of service	銷售商品、提供勞務收到的現金		1,190,106,206.20	1,130,522,759.16
Refund of taxes	收到的稅費返還		15,448,799.89	49,085,273.94
Cash received relating to other operating activities	收到其他與經營活動有關的現金	V.(56)/五(五十六)	33,284,914.75	60,930,054.25
<b>Subtotal of cash inflows from operating activities</b>	<b>經營活動現金流入小計</b>		<b>1,238,839,920.84</b>	<b>1,240,538,087.35</b>
Cash paid for purchasing goods and receiving service	購買商品、接受勞務支付的現金		814,623,498.33	766,971,932.03
Cash paid to and for employees	支付給職工以及為職工支付的現金		243,602,495.22	227,101,063.62
Payments of various taxes	支付的各項稅費		60,964,845.20	73,372,421.54
Cash paid for other operating activities	支付其他與經營活動有關的現金	V.(56)/五(五十六)	177,241,744.05	106,732,747.84
<b>Subtotal of cash outflows from operating activities</b>	<b>經營活動現金流出小計</b>		<b>1,296,432,582.80</b>	<b>1,174,178,165.03</b>
<b>Net cash flows from operating activities</b>	<b>經營活動產生的現金流量淨額</b>		<b>-57,592,661.96</b>	<b>66,359,922.32</b>
<b>II. Cash flows from investment activities:</b>	<b>二、投資活動產生的現金流量：</b>			
Cash received from withdrawal of investment	收回投資收到的現金			3,030,275.39
Cash received from investment income	取得投資收益收到的現金			
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		17,206,572.00	144,920.00
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Cash received relating to other investment activities	收到其他與投資活動有關的現金			
<b>Subtotal of cash inflows from investment activities</b>	<b>投資活動現金流入小計</b>		<b>17,206,572.00</b>	<b>3,175,195.39</b>
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		91,702,424.79	150,645,453.62
Cash paid for investments	投資支付的現金		11,070,000.00	9,600,000.00
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額			
Cash paid relating to other investment activities	支付其他與投資活動有關的現金			
<b>Subtotal of cash outflows from investment activities</b>	<b>投資活動現金流出小計</b>		<b>102,772,424.79</b>	<b>160,245,453.62</b>
<b>Net cash flows from investment activities</b>	<b>投資活動產生的現金流量淨額</b>		<b>-85,565,852.79</b>	<b>-157,070,258.23</b>

# Consolidated Cash Flow Statement

## 合併現金流量表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>III. Cash flows from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>			
Cash received from absorbing investments	吸收投資收到的現金			
Including: cash received by subsidiaries from minority shareholders' investments	其中：子公司吸收少數股東投資收到的現金			
Cash received from borrowings	取得借款收到的現金		295,000,000.00	240,000,000.00
Cash received relating to other financing activities	收到其他與籌資活動有關的現金	V.(56)/五(五十六)		179,582,000.00
<b>Subtotal of cash inflows from financing activities</b>	<b>籌資活動現金流入小計</b>		<b>295,000,000.00</b>	<b>419,582,000.00</b>
Cash paid for repayment of debts	償還債務支付的現金		140,000,000.00	130,000,000.00
Cash paid for distribution of dividends, profits or interests	分配股利、利潤或償付利息支付的現金		6,107,592.88	5,529,943.09
Including: dividends and profits paid by subsidiaries to minority shareholders	其中：子公司支付給少數股東的股利、利潤		914,920.67	705,580.00
Cash paid relating to other financing activities	支付其他與籌資活動有關的現金	V.(56)/五(五十六)	28,153,771.01	27,861,688.04
<b>Subtotal of cash outflows from financing activities</b>	<b>籌資活動現金流出小計</b>		<b>174,261,363.89</b>	<b>163,391,631.13</b>
<b>Net cash flows from financing activities</b>	<b>籌資活動產生的現金流量淨額</b>		<b>120,738,636.11</b>	<b>256,190,368.87</b>
<b>IV. Effects from the change of exchange rate on cash and cash equivalents</b>	<b>四、匯率變動對現金及現金等價物的影響</b>		<b>3,143,449.57</b>	<b>566,585.51</b>
<b>V. Net increase in cash and cash equivalents</b>	<b>五、現金及現金等價物淨增加額</b>		<b>-19,276,429.07</b>	<b>166,046,618.47</b>
Add: Beginning balance of cash and cash equivalents	加：期初現金及現金等價物餘額		429,848,818.45	263,802,199.98
<b>VI. Ending balance of cash and cash equivalents</b>	<b>六、期末現金及現金等價物餘額</b>		<b>410,572,389.38</b>	<b>429,848,818.45</b>

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Cash Flow Statement of the Parent Company

## 母公司現金流量表

FY 2024

2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>			
Cash received from sale of goods and provision of service	銷售商品、提供勞務收到的現金		180,849,480.00	163,808,400.00
Refund of taxes	收到的稅費返還			
Cash received relating to other operating activities	收到其他與經營活動有關的現金		12,471,016.89	1,533,650.03
<b>Subtotal of cash inflows from operating activities</b>	<b>經營活動現金流入小計</b>		<b>193,320,496.89</b>	<b>165,342,050.03</b>
Cash paid for purchasing goods and receiving service	購買商品、接受勞務支付的現金		179,357,285.20	158,804,728.40
Cash paid to and for employees	支付給職工以及為職工支付的現金		7,764,290.66	7,771,267.76
Payments of various taxes	支付的各項稅費		2,757,288.27	2,007,160.80
Cash paid for other operating activities	支付其他與經營活動有關的現金		4,930,543.32	6,676,678.67
<b>Subtotal of cash outflows from operating activities</b>	<b>經營活動現金流出小計</b>		<b>194,809,407.45</b>	<b>175,259,835.63</b>
<b>Net cash flows from operating activities</b>	<b>經營活動產生的現金流量淨額</b>		<b>-1,488,910.56</b>	<b>-9,917,785.60</b>
<b>II. Cash flows from investment activities:</b>	<b>二、投資活動產生的現金流量：</b>			
Cash received from withdrawal of investment	收回投資收到的現金			
Cash received from investment income	取得投資收益收到的現金			
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額			
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Cash received relating to other investment activities	收到其他與投資活動有關的現金			6,300,000.00
<b>Subtotal of cash inflows from investment activities</b>	<b>投資活動現金流入小計</b>			<b>6,300,000.00</b>
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金			
Cash paid for investments	投資支付的現金			140,000,000.00
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額			
Cash paid relating to other investment activities	支付其他與投資活動有關的現金			25,000,000.00
<b>Subtotal of cash outflows from investment activities</b>	<b>投資活動現金流出小計</b>			<b>165,000,000.00</b>
<b>Net cash flows from investment activities</b>	<b>投資活動產生的現金流量淨額</b>			<b>-158,700,000.00</b>



# Cash Flow Statement of the Parent Company

## 母公司現金流量表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

Item	項目	Notes 附註	Sum occurs in current period 本期發生額	Sum occurs in previous period 上期發生額
<b>III. Cash flows from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>			
Cash received from absorbing investments	吸收投資收到的現金			
Cash received from borrowings	取得借款收到的現金			
Cash received relating to other financing activities	收到其他與籌資活動有關的現金			179,582,000.00
<b>Subtotal of cash inflows from financing activities</b>	<b>籌資活動現金流入小計</b>			179,582,000.00
Cash paid for repayment of debts	償還債務支付的現金			
Cash paid for distribution of dividends, profits or interests	分配股利、利潤或償付利息支付的現金			
Cash paid relating to other financing activities	支付其他與籌資活動有關的現金		710,606.32	1,045,797.96
<b>Subtotal of cash outflows from financing activities</b>	<b>籌資活動現金流出小計</b>		710,606.32	1,045,797.96
<b>Net cash flows from financing activities</b>	<b>籌資活動產生的現金流量淨額</b>		-710,606.32	178,536,202.04
<b>IV. Effects from the change of exchange rate on cash and cash equivalents</b>	<b>四、匯率變動對現金及現金等價物的影響</b>			-0.03
<b>V. Net increase in cash and cash equivalents</b>	<b>五、現金及現金等價物淨增加額</b>		-2,199,516.88	9,918,416.41
Add: Beginning balance of cash and cash equivalents	加：期初現金及現金等價物餘額		62,961,991.24	53,043,574.83
<b>VI. Ending balance of cash and cash equivalents</b>	<b>六、期末現金及現金等價物餘額</b>		60,762,474.36	62,961,991.24

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

		Current period 本期																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Item 項目		Other equity instruments 其他權益工具					Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Subtotal 小計	Minority shareholders' equity 少數股東權益	Total shareholders' equity 股東權益合計																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他	Capital reserves 資本公積																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																
I. Ending balance of the previous year Add: Impact from changes in accounting policies Impact from correction of prior period errors Others	一、上年年末餘額 加：會計政策變更 前期差錯更正 其他	547,665,988.00				1,186,456,814.83		3,094,393.89	381,371.62	45,665,647.68	-717,353,627.48	1,065,910,588.54	312,496,185.54	1,378,406,774.08																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								
II. Beginning balance of the current year	二、本年初餘額	547,665,988.00				1,186,456,814.83		3,094,393.89	381,371.62	45,665,647.68	-717,353,627.48	1,065,910,588.54	312,496,185.54	1,378,406,774.08																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								
III. Movements in the current Year (decrease to be listed with “-”) (I) Total comprehensive incomes (II) Capital invested and reduced by shareholders 1. Common shares invested by shareholders 2. Capital contributed by holders of other equity instruments 3. Amount of share-based payment included in shareholder's equity 4. Others (III) Profit distribution 1. Appropriation of surplus reserves 2. Distribution to shareholders 3. Others (IV) Internal carry-over within shareholder's equity 1. Capital reserves transferred into share capital 2. Surplus reserves transferred into share capital 3. Surplus reserves to recover losses 4. Changes in defined benefit plan carried forward to retained earning 5. Other comprehensive incomes carried forward to retained earning 6. Others (V) Special reserves 1. Accrual in current year 2. Utilization in current year (VI) Others	三、本年增減變動金額(減少以“-”號填列) (一) 綜合收益總額 (二) 股東投入和減少資本 1. 股東投入的普通股 2. 其他權益工具持有者投入資本 3. 股份支付計入股東權益的金額 4. 其他 (三) 利潤分配 1. 提取盈餘公積 2. 對股東的分配 3. 其他 (四) 股東權益內部結轉 1. 資本公積轉增股本 2. 盈餘公積轉增股本 3. 盈餘公積彌補虧損 4. 設定受益計劃變動數結轉留存收益 5. 其他綜合收益結轉留存收益 6. 其他 (五) 專項儲備 1. 本期提取 2. 本期使用 (六) 其他				8,849,717.92		1,078,598.62	840,672.61		7,477,047.53	8,555,646.15	8,849,717.92	1,153,107.15	10,002,825.07	-851,745.21	-851,745.21																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																						</

# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

		Previous period 上期												
		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益												
		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Subtotal 小計	Minority shareholders' equity 少數股東權益	Total shareholders' equity 股東權益合計
Item 項目		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他									
I. Ending balance of the previous year Add: Impact from changes in accounting policies Impact from correction of prior period errors Others	一、上年年末餘額 加：會計政策變更 前期差錯更正 其他	542,265,988.00			1,151,111,016.32			2,128,736.81	124,960.21	45,665,647.68	-665,678,483.89	1,075,617,865.13	337,542,867.60	1,413,160,732.73
II. Beginning balance of the current year	二、本年初餘額	542,265,988.00			1,151,111,016.32			2,128,736.81	124,960.21	45,665,647.68	-665,678,483.89	1,075,617,865.13	337,542,867.60	1,413,160,732.73
III. Movements in the current Year (decrease to be listed with "+")	三、本年增減變動金額(減少以“-”號填列)	5,400,000.00			35,345,798.51			965,657.08	256,411.41		-51,675,143.59	-9,707,276.59	-25,046,682.06	-34,753,958.65
(I) Total comprehensive incomes	(一) 綜合收益總額							965,657.08			-51,675,143.59	-50,709,496.51	-24,475,743.55	-75,185,230.06
(II) Capital invested and reduced by shareholders	(二) 股東投入和減少資本	5,400,000.00			35,345,798.51						40,745,798.51	151,641.49	40,897,440.00	
1. Common shares invested by shareholders	1. 股東投入的普通股	5,400,000.00			34,182,000.00						39,582,000.00		39,582,000.00	
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本													
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額				1,163,798.51							1,163,798.51	151,641.49	1,315,440.00
4. Others	4. 其他													
(III) Profit distribution	(三) 利潤分配												-722,580.00	-722,580.00
1. Appropriation of surplus reserves	1. 提取盈餘公積													
2. Distribution to shareholders	2. 對股東的分配												-722,580.00	-722,580.00
3. Others	3. 其他													
(IV) Internal carry-over within shareholder's equity	(四) 股東權益內部結轉													
1. Capital reserves transferred into share capital	1. 資本公積轉增股本													
2. Surplus reserves transferred into share capital	2. 盈餘公積轉增股本													
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損													
4. Changes in defined benefit plan carried forward to retained earning	4. 設定受益計劃變動額結轉留存收益													
5. Other comprehensive incomes carried forward to retained earning	5. 其他綜合收益結轉留存收益													
6. Others	6. 其他													
(V) Special reserves	(五) 專項儲備								256,411.41			256,411.41		256,411.41
1. Accrual in current year	1. 本期提取								8,184,199.38			8,184,199.38	3,246,351.46	11,430,550.84
2. Utilization in current year	2. 本期使用								-7,927,787.97			-7,927,787.97	-3,246,351.46	-11,174,139.43
(VI) Others	(六) 其他													
IV. Ending balance of the current year	四、本年年末餘額	547,665,988.00			1,186,456,814.83			3,094,393.89	381,371.62	45,665,647.68	-717,353,627.48	1,065,910,588.54	312,496,185.54	1,378,406,774.08

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Statement of Changes in Shareholders' Equity of the Parent Company

## 母公司股東權益變動表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

		Current period 本期										
		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total shareholders' equity 股東權益合計
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他							
Item 項目												
I. Ending balance of the previous year Add: Impact from changes in accounting policies Impact from correction of prior period errors Others	一、上年年末餘額 加：會計政策變更 前期差錯更正 其他	547,665,988.00				1,319,146,235.48				38,071,282.24	-62,167,838.54	1,842,715,667.18
II. Beginning balance of the current year	二、本年初餘額	547,665,988.00				1,319,146,235.48				38,071,282.24	-62,167,838.54	1,842,715,667.18
III. Movements in the current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)					1,685,661.24					1,070,845.48	2,756,506.72
(I) Total comprehensive incomes	(一) 綜合收益總額										1,070,845.48	1,070,845.48
(II) Capital invested and reduced by shareholders	(二) 股東投入和減少資本					1,685,661.24						1,685,661.24
1. Common shares invested by shareholders	1. 股東投入的普通股											
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本											
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額					1,685,661.24						1,685,661.24
4. Others	4. 其他											
(III) Profit distribution	(三) 利潤分配											
1. Appropriation of surplus reserves	1. 提取盈餘公積											
2. Distribution to shareholders	2. 對股東的分配											
3. Others	3. 其他											
(IV) Internal carry-over within shareholder's equity	(四) 股東權益內部結轉											
1. Capital reserves transferred into share capital	1. 資本公積轉增股本											
2. Surplus reserves transferred into share capital	2. 盈餘公積轉增股本											
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損											
4. Changes in defined benefit plan carried forward to retained earning	4. 設定受益計劃變動數結轉留存收益											
5. Other comprehensive incomes carried forward to retained earning	5. 其他綜合收益結轉留存收益											
6. Others	6. 其他											
(V) Special reserves	(五) 專項儲備											
1. Accrual in current year	1. 本期提取											
2. Utilization in current year	2. 本期使用											
(VI) Others	(六) 其他											
IV. Ending balance of the current year	四、本年年末餘額	547,665,988.00				1,320,831,896.72				38,071,282.24	-61,096,993.06	1,845,472,173.90

# Statement of Changes in Shareholders' Equity of the Parent Company

## 母公司股東權益變動表

FY 2024  
2024 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.  
編製單位：北京京城機電股份有限公司

Unit: Yuan  
單位：人民幣元

		Previous period 上期										
Item	項目	Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive income 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Undistributed profits 未分配利潤	Total shareholders' equity 股東權益合計
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Others 其他							
I. Ending balance of the previous year	一、上年年末餘額	542,265,988.00				1,123,816,744.17				38,071,282.24	-58,436,513.25	1,645,717,501.16
Add: Impact from changes in accounting policies	加：會計政策變更											
Impact from correction of prior period errors	前期差錯更正											
Others	其他											
II. Beginning balance of the current year	二、本年初餘額	542,265,988.00				1,123,816,744.17				38,071,282.24	-58,436,513.25	1,645,717,501.16
III. Movements in the current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)	5,400,000.00				195,329,491.31				-3,731,325.29	-3,731,325.29	196,998,166.02
(I) Total comprehensive incomes	(一)綜合收益總額									-3,731,325.29	-3,731,325.29	
(II) Capital invested and reduced by shareholders	(二)股東投入和減少資本	5,400,000.00				195,329,491.31						200,729,491.31
1. Common shares invested by shareholders	1. 股東投入的普通股	5,400,000.00				34,182,000.00	3					9,582,000.00
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本											
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額					23,165,576.00						23,165,576.00
4. Others	4. 其他					137,981,915.31						137,981,915.31
(III) Profit distribution	(三)利潤分配											
1. Appropriation of surplus reserves	1. 提取盈餘公積											
2. Distribution to shareholders	2. 對股東的分配											
3. Others	3. 其他											
(IV) Internal carry-over within shareholder's equity	(四)股東權益內部結轉											
1. Capital reserves transferred into share capital	1. 資本公積轉增股本											
2. Surplus reserves transferred into share capital	2. 盈餘公積轉增股本											
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損											
4. Changes in defined benefit plan carried forward to retained earning	4. 設定受益計劃變動結轉留存收益											
5. Other comprehensive incomes carried forward to retained earning	5. 其他綜合收益結轉留存收益											
6. Others	6. 其他											
(V) Special reserves	(五)專項儲備											
1. Accrual in current year	1. 本期提取											
2. Utilization in current year	2. 本期使用											
(VI) Others	(六)其他											
IV. Ending balance of the current year	四、本年年末餘額	547,665,988.00				1,319,146,235.48				38,071,282.24	-62,167,838.54	1,842,715,667.18

Legal representative: Mr. Li Junjie  
法定代表人：李俊杰先生

Person in charge of accounting: Ms. Feng Yongmei  
主管會計工作負責人：馮永梅女士

Person in charge of the accounting firm: Mr. Yang Yue  
會計機構負責人：楊月先生

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### I. Company Profile

Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as the "Company", collectively referred to as the Group if it includes subsidiaries), formerly called Beiren Printing Machinery Co., Ltd., is a limited company, and is solely founded by Beiren Group Corporation. Registered on July 13, 1993, it was converted into a limited liability company that could publicly offer the stock and be listed in mainland China and Hong Kong, according to an approval of the document T.G.S. (1993) No. 118 File issued by the State Commission for Restructuring the Economic System on July 16, 1993. Upon approval by the State Council Securities Commission and other relative departments, the Company publicly issued H-shares in Hong Kong in 1993 and A-shares in Shanghai in 1994, and was respectively listed on the Stock Exchange of Hong Kong Limited Ltd. in 1993 and Shanghai Stock Exchange in 1994.

After being approved from a resolutions by the Company's general meetings of shareholders held on May 16, 2001 and June 11, 2002, and being reexamined and approved by ZJFXZ [2002] No. 133 File issued by the China Securities Regulatory Commission, the Company successfully issued more 22,000,000 RMB common shares (A-shares) to the public stock shareholders from December 26, 2002 to January 7, 2003, and par value of each share is 1 yuan. After issuing more stock, the Company's total share capital was 422,000,000 shares, of which, there were 250,000,000 state-owned legal person shares, 72,000,000 domestic public shares and 100,000,000 overseas public shares, and par value of each share is 1 yuan.

According to JGZQZ [2006] No. 25 "Reply to Problems on Equity Division Reform of Beiren Printing Machinery Co., Ltd" issued by the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing, the Company's sole non-tradable shares shareholder – Beiren Group Corporation transferred original 27,360,000 state-owned legal person shares to the Company's tradable A-share shareholders, by a method that every 10 shares are allotted with 3.8 shares, and the A-share equity right registration date for implementing the aforesaid equity division reform plan was March 29, 2006.

Beiren Group Corporation sold 21,000,000 shares of the Company's non-restricted tradable shares through the bulk commodity trading system of the Shanghai Stock Exchange on January 6, 2010 and January 7, 2010, and publicly sold 20,000 shares of the Company's non-restricted tradable shares on December 2, 2010, accounting for 4.98% of the Company's total share capital. Up to December 31, 2011, Beiren Group Corporation held 201,620,000 state-owned legal person shares which were all non-restricted tradable shares and accounted for 47.78% of total share capital; 120,380,000 non-restricted domestic public shares, accounting for 28.52% of total share capital; and 100,000,000 non-restricted overseas public shares, accounting for 23.70% of total share capital.

The Company's controlling shareholder – Beiren Group Corporation and the Company's actual controller – Beijing Jingcheng Machinery Electric Holding Co., Ltd. (hereinafter referred to as Jingcheng Machinery Electric) signed the Agreement on Gratuitous Transfer of State-owned Stock Equity between Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation on June 16, 2012, according to this agreement, Beiren Group Corporation gratuitously transferred the Company's 201,620,000 A-shares to Jingcheng Machinery Electric. After the share transfer, the Company's total share capital remained unchanged, and Jingcheng Machinery Electric held 201,620,000 shares of the Company stock, accounting for 47.78% of total share capital, and became the Company's controlling shareholder. This gratuitous equity transfer has been approved by the State-owned Assets Supervision and Administration Commission of the State Council on September 1, 2012. The Company received the Confirmation of Transfer Register issued by China Securities Depository and Clearing Co., Ltd. Shanghai Branch on December 7, 2012, and the formalities related to share transfer were completed.

### 一、公司的基本情况

北京京城機電股份有限公司(以下簡稱公司或本公司，在包含子公司時統稱本集團)原名稱為北人印刷機械股份有限公司，是由北人集團公司獨家發起設立的股份有限公司，於1993年7月13日登記註冊成立，並於1993年7月16日經國家體改委體改生(1993年)118號文件批准，轉為可在境內及香港公開發行股票並上市的社會募集股份有限公司。經國務院證券委員會等有關部門批准，本公司於1993年和1994年分別在香港和上海發行H股和A股，並分別於1993年和1994年在香港聯合交易所有限公司及上海證券交易所上市。

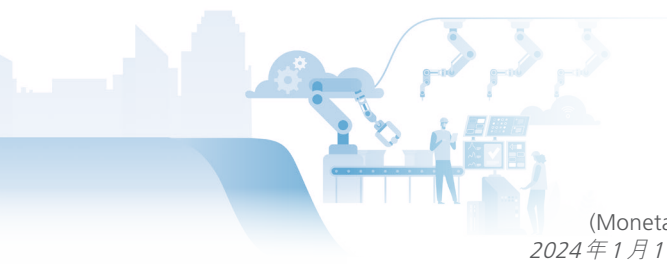
本公司經2001年5月16日及2002年6月11日股東大會決議批准，並經中國證券監督管理委員會證監發行字[2002]133號文件核准同意，於2002年12月26日至2003年1月7日成功向社會公眾股東增發2,200萬股人民幣普通股(A股)，每股面值人民幣1元。增發後，本公司總股本42,200萬股，其中國有法人股25,000萬股，國內公眾股7,200萬股，境外公眾股10,000萬股，每股面值人民幣1元。

根據北京市人民政府國有資產監督管理委員會京國資權字[2006]25號「關於北人印刷機械股份有限公司股權分置改革有關問題的批復」，本公司唯一非流通股股東北人集團公司以每10股配3.8股的方式，將原國有法人股2,736萬股支付給本公司流通A股股東，上述股權分置改革方案實施A股股權登記日為2006年3月29日。

北人集團公司於2010年1月6日、2010年1月7日通過上海證券交易所大宗交易系統出售本公司無限售條件流通股股份2,100萬股，2010年12月2日公開出售本公司無限售條件流通股股份2萬股，佔本公司總股本的4.98%。截至2011年12月31日北人集團公司持有國有法人股20,162萬股，佔總股本的47.78%，全部為無限售條件的流通股；無限售條件的國內公眾股為12,038萬股，佔總股本的28.52%；無限售條件的境外公眾股10,000萬股，佔總股本的23.70%。

本公司控股股東北人集團公司與公司實際控制人北京京城機電控股有限責任公司(以下簡稱京城機電)於2012年6月16日簽署了《北京京城機電控股有限責任公司與北人集團公司之國有股權無償劃轉協議》，北人集團公司將所持本公司20,162萬股A股股份無償劃轉給京城機電，股份劃轉後本公司總股本不變，其中京城機電持有20,162萬股，佔總股本的47.78%，為本公司的控股股東。本次股權無償劃轉已於2012年9月1日獲國務院國有資產監督管理委員會批復。本公司於2012年12月7日收到《中國證券登記結算有限公司上海分公司過戶登記確認書》，股份過戶相關手續已辦理完畢。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### I. Company Profile (Continued)

The Company signed the Agreement on Replacement of Material Assets and the Supplementary Agreement under the Agreement on Replacement of Material Assets with Jingcheng Machinery Electric and Beiren Group Corporation in November 2012. According to these agreements, the Company replaced all its assets and liabilities with assets of gas storage and transport equipment business owned by Jingcheng Machinery Electric, and the shortfall was compensated by Jingcheng Machinery Electric by cash. The proposed traded-out property was the Company's all assets and liabilities, the proposed traded-in property was 88.50% equity of Beijing Tianhai Industry Co., Ltd., 100% equity of Jingcheng Holding (Hong Kong) Co., Ltd. and 100% equity of Beijing Jingcheng Compressor Co., Ltd. with its environmental protection business wiped off, and all the three are held by Jingcheng Machinery Electric.

On September 26, 2013, the Company received the Reply on Approving the Material Asset Restructuring of Beiren Printing Machinery Co., Ltd. (ZJXK [2013] No. 1240) issued by China Securities Regulatory Commission, approving the Company to restructure material assets at this time.

On October 31, 2013, The Company signed the Agreement on Replacement and Settlement of Material Assets with Jingcheng Machinery Electric and Beiren Group Corporation, Jingcheng Machinery Electric delivered traded-in assets to the Company, and the Company delivered traded-out assets and relevant staff to Beiren Group Corporation.

On December 23, 2013, the Company changed its name from Beiren Printing Machinery Co., Ltd to Beijing Jingcheng Machinery Electric Co., Ltd.

Jingcheng Machinery Electric reduced 21,000,000 shares of the Company's non-restricted tradable A-share through the bulk trading system of the Shanghai Stock Exchange on May 6, 2015, May 13, 2015, and May 14, 2015, which accounted for 4.98% of the Company's total share capital. On December 31, 2015, Jingcheng Machinery Electric held 180,620,000 shares of the Company's non-restricted tradable A-share, and held 42.80% of the Company's total share capital.

Jingcheng Machinery Electric bought 2,115,052 shares of the Company's A-share through the trading system of the Shanghai Stock Exchange on August 3, 2016, accounting for 0.50% of the Company's total share capital. After the increase in share holding, Jingcheng Machinery Electric held 182,735,052 unrestricted tradable A-shares of the Company, which accounted for 43.30% of total share capital of the Company.

On June 30, 2020, Jingcheng Machinery Electric subscribed for 63,000,000 shares of the Company through private issuance, accounting for 12.99% of total share capital of the Company, and completed share registration on July 9, 2020. After this issuance, total share capital of the Company increased to 485,000,000 shares.

Upon the approval of the General Meeting of Shareholders on February 9, 2021, and the receipt of the Official Reply on Approving the Offering by Beijing Jingcheng Machinery Electric Co., Ltd. of Shares to Li Hong, etc. for Purchasing Assets and Raising Supporting Funds (ZJXK [2022] No. 586) from the China Securities Regulatory Commission ("CSRC"), the Company completed the acquisition of 80% equity in Qingdao BYTQ United Digital Intelligence Co., Ltd. ("BYTQ") on June 17, 2022 by offering 46,481,314 restricted shares, accounting for 8.75% of the total share capital of the Company. After the offering, the Company had 531,481,314 shares.

### 一、公司的基本情况(續)

本公司於2012年11月與京城機電及北人集團公司簽署《重大資產置換協議》及《重大資產置換協議之補充協議》，協議約定本公司以公司全部資產和負債與京城機電所擁有的氣體儲運裝備業務相關資產進行置換，差額部分由京城機電以現金方式補足。擬置出資產為本公司全部資產和負債，擬置入資產為京城機電持有的北京天海工業有限公司88.50%股權、京城控股(香港)有限公司100%股權以及剝離環保業務後的北京京城壓縮機有限公司100%股權。

2013年9月26日，本公司接到中國證券監督管理委員會出具的《關於核准北人印刷機械股份有限公司重大資產重組的批復》(證監許可[2013]1240號)，核准本公司本次重大資產重組事項。

本公司於2013年10月31日與京城機電及北人集團公司簽署《重大資產置換交割協議》，京城機電將置入資產交割至本公司，本公司將置出資產及相關人員交割至北人集團公司。

2013年12月23日，公司名稱由北人印刷機械股份有限公司變更為北京京城機電股份有限公司。

京城機電於2015年5月6日、5月13日和5月14日通過上海證券交易所大宗交易系統減持所持有的公司無限售流通A股股票2,100萬股，佔公司總股本的4.98%。截至2015年12月31日京城機電持有公司無限售流通股A股股票18,062萬股，佔公司總股本的42.80%。

京城機電於2016年8月3日通過上海證券交易所交易系統增持了本公司股份2,115,052股A股，佔本公司總股本的0.50%，本次增持後，京城機電持有本公司無限售流通股A股股票182,735,052股，佔公司總股本的43.30%。

京城機電於2020年6月30日通過非公開發行認購本公司股份63,000,000股，佔本公司總股本的12.99%，並於2020年7月9日完成股份登記手續，本次發行後，本公司總股本增至485,000,000股。

本公司經2021年2月9日股東大會批准，並經中國證券監督管理委員會以《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》(證監許可[2022]586號)核准同意，2022年6月17日，本公司通過向李紅等發行股份完成收購青島北洋天青數聯智能股份有限公司(以下簡稱北洋天青)80%股權，股票發行數量46,481,314股，佔本公司總股本的8.75%，均為有限售條件的流通股，本次發行後本公司的股份數量為531,481,314股。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### I. Company Profile (Continued)

The Company made a non-public offering of 10,784,674 A-shares to specified investors, including Nanhua Fund Management Co., Ltd., Caitong Fund Management Co., Ltd., Lord Abbett China Asset Management Co., Ltd and JPMorgan Chase Bank, National Association. After the offering, total share capital of the Company increased to 542,265,988 shares, and all those are restricted tradable shares. On August 4, 2022, the Company received aforementioned raised funds.

Aforesaid raised funds have been verified by ShineWing Certified Public Accountants LLP (Special General Partnership), and the Capital Contribution Verification Report (XYZH/2022BJAA31027) was issued on August 5, 2022.

With the approval of the General meeting of shareholders on November 13, 2023 and the Board of Directors on November 14, 2023, the Company implemented a restricted stock incentive plan, there were 123 people with viable rights and 5,880,000 restricted stocks with viable rights, price was 7.33RMB/share, practical number of people with viable rights were 115. There were 5,400,000 restricted stock with practical viable rights, all those are restricted tradable stocks, the number of the Company's stocks after this issuance was 547,665,988. Up to December 11, 2023, the Company have received funds provided by aforesaid incentive objects.

The Company's registered address is Suite 901, Building 59, East Third Ring Middle Rd., Chaoyang District, Beijing, with Li Junjie serving as the legal representative. The business place is No. 2, Huoxiannan Third Street, Huoxian Town, Tongzhou District, Beijing.

The Group's main business is divided into gas storage and transportation segment and intelligent manufacturing segment. The main products include:

Gas storage and transportation segment: It mainly includes liquefied natural gas (LNG) cylinders for vehicles, compressed natural gas (CNG) cylinders for vehicles, seamless steel cylinders, welded adiabatic cylinders, composite cylinders fully wound by carbon fiber, ISO tank containers, low temperature storage tanks, composite cylinders fully wound by carbon fiber with aluminum liner for fuel cells, composite cylinders fully wound by carbon fiber with plastic liner, equipment for gas station, etc;

Intelligent manufacturing segment: it mainly includes products of transport and assembly systems on ground, products of suspension chain air conveying system, robot integration applications and stamping connection products, non-standard automation special machine products.

The controlling shareholder and actual controller of the company is Jingcheng Machinery Electric Co., Ltd.

### 一、公司的基本情況(續)

本公司通過向特定對象非公開發行A股股票10,784,674股，發行對象為南華基金管理有限、財通基金管理有限、諾德基金管理有限公司和 JPMorgan Chase Bank, National Association，本次發行後，本公司總股本增至542,265,988股，均為有限售條件的流通股。2022年8月4日，本公司已收到上述募集資金。

上述募集資金到位情況已經信永中和會計師事務所(特殊普通合夥)驗證，並於2022年8月5日出具了「XYZH/2022BJAA31027」號《驗資報告》。

本公司經2023年11月13日股東大會、2023年11月14日董事會批准，實施限制性股票激勵計劃，本次可行權人數為123人，可行權的限制性股票數量為588萬股，行權價格為7.33元/股，實際行權人數為115人，實際行權的限制性股票數量為540萬股，均為有限售條件的流通股，本次發行後本公司的股份數量為547,665,988股。截至2023年12月11日，本公司已收到上述激勵對象繳納的行權款。

本公司註冊地址為北京市朝陽區東三環中路59號樓901室，法定代表人李俊傑。經營地址為北京市通州區漕縣鎮漕縣南三街2號。

本集團主要業務分為氣體儲運板塊、智能製造板塊，主要產品包括：

氣體儲運板塊：主要包括車用液化天然氣(LNG)氣瓶、車用壓縮天然氣(CNG)氣瓶、鋼質無縫氣瓶、焊接絕熱氣瓶、碳纖維全纏繞復合氣瓶、ISO罐式集裝箱、低溫儲罐、燃料電池用鋁內膽碳纖維全纏繞復合氣瓶、塑料內膽碳纖維全纏繞復合氣瓶、加氣站設備等；

智能製造板塊：主要包括地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。

本公司之控股股東及實際控制人均為京城機電。

### II. Basis of Preparation for Financial Statements

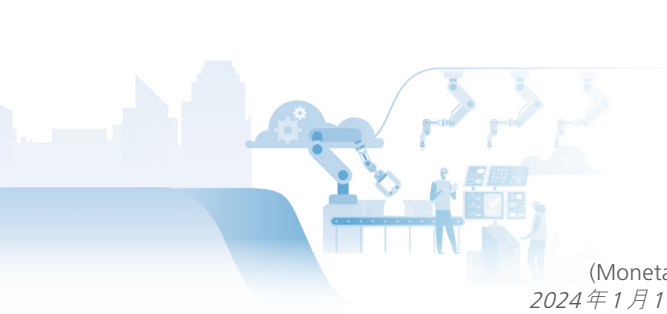
#### (1) Basis of preparation

The financial statements of the Group are compiled on the foundation of actual transactions and events, pursuant to the Accounting Standards for Business Enterprises promulgated by the Ministry of Finance and its application guidelines, interpretations and other relevant provisions (hereinafter collectively referred to as Accounting Standards for Business Enterprises), "Rules No. 15 for the Compilation of Information Disclosure for Companies Offering Securities in Public – General Requirements for Financial Reporting" (revised in 2023) promulgated by China Securities Regulatory Commission (hereinafter referred to as CSRC) and related requirements, as well as the disclosure related requirements of Hong Kong Companies Ordinance and Stock Exchange of Hong Kong Listing Rules.

### 二、財務報表的編制基礎

#### (一) 編制基礎

本集團財務報表根據實際發生的交易和事項，按照財政部頒佈的《企業會計準則》及其應用指南、解釋及其他相關規定(以下合稱企業會計準則)，中國證券監督管理委員會(以下簡稱證監會)《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》(2023年修訂)及相關規定，以及香港《公司條例》和香港聯合交易所《上市規則》的披露相關規定編制。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
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## II. Basis of Preparation for Financial Statements

(Continued)

### (2) Going concern

The Group has evaluated the going concern ability within 12 months since December 31, 2024 and has not found any event and condition causing serious doubt about the going concern ability. The financial statements were prepared on the basis of going concern.

## III. Significant Accounting Policies and Accounting Estimates

### (1) Statement of Compliance with Accounting Standards for Business Enterprises

The financial statements prepared by the Company conform to the requirements of the Accounting Standards of Business Enterprises, truly, accurately and completely reflect the relevant information, such as financial situations, the operating results and the cash flows of the Company and the Group.

### (2) Accounting period

The accounting period of the Group is from January 1 to December 31 of each calendar year.

### (3) Operating cycle

The Group adopts 12 months to identify liquidity of assets and liabilities, since the operating cycle is relatively short for the Company's business.

### (4) Standard currency for accounting

Yuan is the standard currency for accounting for the Company and its subsidiaries, except for BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd. which use USD as their standard currency for accounting. In the preparation of the financial statements, the Group converts foreign currency to RMB in accordance with methods described in Notes III.(10).

### (5) Determination method and selection criteria for significance standards

The Group prepares and discloses financial statements in accordance with significance principle. The matters disclosed in the notes to these financial statements that involve the determination method and selection criteria for significance standards, as well as the methods and selection criteria for determining significance principle, are as follows:

#### Disclosed events related to significance criteria judgement

涉及重要性標準判斷的披露事項

Significant receivables with individual provision for bad debts

重要的單項計提壞賬準備的應收款項

#### Determination method and selection criteria for significance standards

重要性標準確定方法和選擇依據

There is objective evidence showing that credit risk of a single receivable has significantly changed, compared with other receivables in the same portfolio, and the amount is greater than 10 million yuan

有客觀證據表明某單項應收款項的信用風險較其所在組合其他應收款項發生了明顯變化且金額大於1,000.00萬元

## 二、財務報表的編製基礎(續)

### (二) 持續經營

本集團對自2024年12月31日起12個月的持續經營能力進行了評價，未發現對持續經營能力產生重大懷疑的事項和情況。本財務報表以持續經營為基礎列報。

## 三、重要會計政策及會計估計

### (一) 遵循企業會計準則的聲明

本財務報表符合企業會計準則的要求，真實、準確、完整地反映了本公司及本集團的財務狀況、經營成果和現金流量等有關信息。

### (二) 會計期間

本集團的會計期間為公歷1月1日至12月31日。

### (三) 營業週期

本集團經營業務的營業週期較短，以12個月作為資產和負債的流動性劃分標準。

### (四) 記賬本位幣

本公司除下屬公司天海美洲公司和京城控股(香港)有限公司以美元為記賬本位幣外，本公司及其他下屬公司以人民幣為記賬本位幣。本集團在編制財務報表時按照附註三、(十)所述方法折算為人民幣。

### (五) 重要性標準確定方法和選擇依據

本集團編制和披露財務報表遵循重要性原則。本財務報表附註中披露事項涉及重要性標準判斷的事項及其重要性標準確定方法和選擇依據如下：

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

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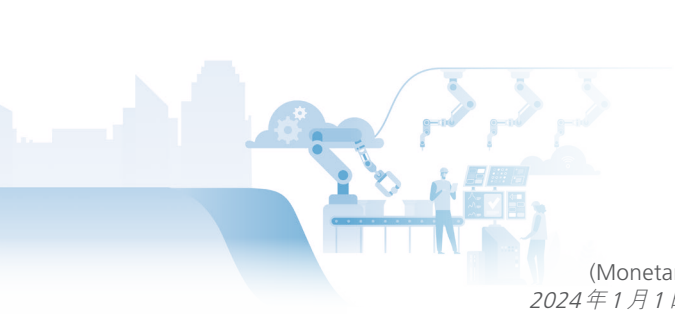
### III. Significant Accounting Policies and Accounting Estimates (Continued)

### 三、重要會計政策及會計估計(續)

#### (5) Determination method and selection criteria for significance standards (Continued)

#### (五) 重要性標準確定方法和選擇依據(續)

Disclosed events related to significance criteria judgement 涉及重要性標準判斷的披露事項	Determination method and selection criteria for significance standards 重要性標準確定方法和選擇依據
Recovery or reversal of bad debt reserves for significant receivables 重要的應收款項壞賬準備收回或轉回	The single recovery or reversal amount accounts for more than 10% of the total amount of various types of receivables, and the amount is greater than 10 million yuan 單項收回或轉回金額佔各類應收款項總額的10%以上且金額大於1,000.00萬元
Offsetting of significant receivables 重要的應收款項的核銷	The single offsetting amount accounts for more than 10% of total bad debt reserves for various types of receivables, and the amount is greater than 10 million yuan 單項核銷金額佔各類應收款項壞賬準備總額的10%以上且金額大於1,000.00萬元
Advances to suppliers older than 1 year 賬齡超過1年的預付款項	Advances to suppliers with a single aging older than 1 year accounts for more than 10% of the total amount of prepayments, and the amount is greater than 10 million yuan 單項賬齡超過1年的預付款項金額佔預付款項總額的10%以上且金額大於1,000.00萬元
Significant construction work in process 重要的在建工程項目	The budget of a single project is greater than 10 million yuan 單個項目的預算大於1,000.00萬元
Accounts payable older than 1 year 賬齡超過1年的應付賬款	The amount of accounts payable with a single aging older than 1 year accounts for more than 10% of the total amount of accounts payable, and the amount is greater than 10 million yuan 單項賬齡超過1年的應付賬款金額佔應付賬款總額的10%以上且金額大於1,000.00萬元
Material changes in book value of contract liabilities 合同負債的賬面價值的重大變動	Changed amount in book value of contract liabilities accounts for more than 10% of beginning balance of contract liabilities, and the amount is greater than 10 million yuan 合同負債賬面價值變動金額佔年初合同負債餘額的10%以上且金額大於1,000.00萬元
Contract liabilities older than 1 year 賬齡超過1年的合同負債	Contract liabilities with a single aging older than 1 year account for more than 10% of total contract liabilities, and the amount is greater than 10 million yuan 單項賬齡超過1年的合同負責金額佔合同負債總額的10%以上且金額大於1,000.00萬元



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

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### III. Significant Accounting Policies and Accounting Estimates (Continued)

### 三、重要會計政策及會計估計(續)

#### (5) Determination method and selection criteria for significance standards (Continued)

#### (五) 重要性標準確定方法和選擇依據(續)

Disclosed events related to significance criteria judgement 涉及重要性標準判斷的披露事項	Determination method and selection criteria for significance standards 重要性標準確定方法和選擇依據
Other payables older than 1 year 賬齡超過1年的其他應付款	Other payables with a single aging older than 1 year account for more than 10% of the total other payable, and the amount is greater than 10 million yuan 單項賬齡超過1年的其他應付款金額佔其他應付款總額的10%以上且金額大於1,000.00萬元
Significant non-wholly-owned subsidiaries 重要的非全資子公司	Non-wholly-owned Subsidiaries' income accounts for more than 10% of the Group's income, and the amount is greater than 10 million yuan 子公司收入佔集團收入10%以上且金額大於10,000.00萬元的非全資子公司
Significant associates 重要的聯合營企業	The book value of long-term equity investment in a single investee accounts for more than 5% of the group's net assets, and the amount is greater than 10 million yuan, or the investment profit or loss from long-term equity investments measured by an equity method accounts for more than 10% of the Group's consolidated net profit 對單個被投資單位的長期股權投資賬面價值佔集團淨資產的5%以上且金額大於1,000.00萬元，或長期股權投資權益法下投資損益佔集團合併淨利潤的10%以上
Significant commitments and contingencies 重要承諾及或有事項	a single amount is greater than 10 million yuan 單項金額超過1,000.00萬元
Significant future events 重要日後事項	a single amount is greater than 10 million yuan 單項金額超過1,000.00萬元



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (6) Business combination

##### 1. Business combination under common control

Enterprises participating in business combination are ultimately controlled by the same party or the same multiple parties before and after business combination, and this control is not temporary, this situation is called business combination under common control.

In a business combination under common control, on the business combination date, assets and liabilities acquired by the Group acting as a merging party shall be measured by book value in the final controlling party's consolidated financial statements. If there is a difference between book value of net assets acquired and book value of a consideration for business combination (or total par value of shares), then capital reserves shall be adjusted; if capital reserve is insufficient to offset, then retained earnings shall be adjusted.

##### 2. Business combination not under common control

If parties involved in business combination are not ultimately controlled by the same party or multiple parties before and after business combination, this situation is called business combination not under common control.

In business combination not under common control, identifiable assets, liabilities, and contingent liabilities acquired from the merged party shall be calculated by fair value, on the acquisition date by the Group as the purchaser. The difference between the business combination cost and the fair value of the identifiable net assets, which are acquired from the merged party in business combination, shall be recognized as goodwill; If cost of business combination is less than fair value of identifiable net assets got from the merged party in business combination, then fair value of each identifiable asset, liability, and contingent liability acquired in business combination, as well as the business combination cost, shall be reviewed at first. After review, if business combination cost is still less than fair value of the identifiable net assets got from the merged party in business combination, the difference shall be recorded into current non-operating revenue in the business combination period.

#### (7) Judgment criteria for control and preparation methods for consolidated financial statements

Consolidation scope of the Group's consolidated financial statements is determined on the foundation of control, including the Company and all subsidiaries controlled by the Company. The criteria for determining control by the Group are: the Group has the power over the investee, enjoys variable benefits through participation in the investee's activities, and has the ability to use its power over the investee to influence its benefits.

When compiling consolidated financial statements, if accounting policies or accounting periods used by subsidiaries and the company are inconsistent, necessary adjustments shall be made to the subsidiaries' financial statements, pursuant to the company's accounting policies or accounting periods.

### 三、重要會計政策及會計估計(續)

#### (六) 企業合併

##### 1. 同一控制下的企業合併

參與合併的企業在合併前後均受同一方或相同的多方最終控制且該控制並非暫時性的，為同一控制下的企業合併。

本集團作為合併方，在同一控制下企業合併中取得的資產和負債，在合併日按被合併方在最終控制方合併報表中的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積；資本公積不足沖減的，調整留存收益。

##### 2. 非同一控制下的企業合併

參與合併的各方在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。

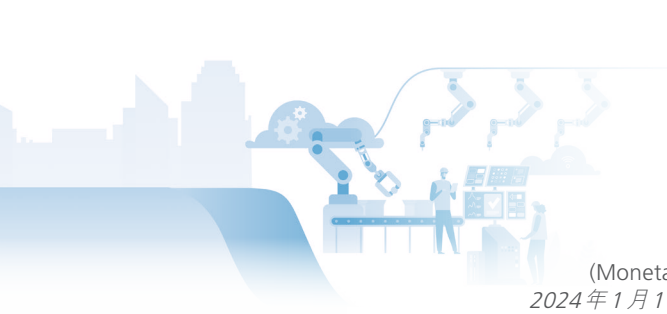
本集團作為購買方，在非同一控制下企業合併中取得的被購買方可辨認資產、負債及或有負債在收購日以公允價值計量。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對合併中取得的各項可辨認資產、負債及或有負債的公允價值、以及合併成本進行覆核，經覆核後，合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，將其差額計入合併當期營業外收入。

#### (七) 控制的判斷標準及合併財務報表的編制方法

本集團合併財務報表的合併範圍以控制為基礎予以確定，包括本公司及本公司控制的所有子公司。本集團判斷控制的標準為，本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。

在編制合併財務報表時，子公司與本公司採用的會計政策或會計期間不一致的，按照本公司的會計政策或會計期間對子公司財務報表進行必要的調整。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (7) Judgment criteria for control and preparation methods for consolidated financial statements

##### (Continued)

Impact on the consolidated financial statements, stemming from internal transactions between the Company and its subsidiaries and among subsidiaries, shall be offset when business combination occurs. Part of owner's equity in subsidiaries that does not belong to the parent company, as well as part of current net loss or profit belonging to minority shareholders, part of other comprehensive income belonging to minority shareholders, part of total comprehensive income belonging to minority shareholders, shall be respectively recorded into "Minority Shareholders' Equity, Minority Shareholders' Profit or Loss, Other Comprehensive Income attributable to Minority Shareholders, and Total Comprehensive Income attributable to Minority Shareholders" in consolidated financial statements.

For subsidiaries acquired through business combination under common control, their operating benefits and cash flows shall be recorded in consolidated financial statements from the beginning of business combination period. When compiling comparative consolidated financial statements, adjustments are made to the relevant items of previous year's financial statements, and it shall be deemed that reporting entities formed after business combination have been existing since the time when the ultimate controlling party begins controlling.

For subsidiaries acquired through business combination not under common control, operating benefits and cash flows shall be recorded in consolidated financial statements from the date when the Group gets control. When compiling consolidated financial statements, adjustments shall be made to the financial statements of subsidiaries, on the foundation of fair value of identifiable assets, liabilities, and contingent liabilities determined on the acquisition date.

#### (8) Joint arrangement classification and accounting treatments

The joint operation arrangements of our group include joint operation and joint ventures. Joint operation refers to participants in the joint operation are entitled to dispose related assets and shall bear related liabilities. A joint venture means participants only are entitled to enjoy rights on net assets in the arrangement.

For joint operation projects, the Group, as a participant in the joint operation, recognizes the assets held separately and the liabilities assumed, as well as the assets held and the liabilities assumed on the foundation of percentage. Relevant income and expenses shall be recognized separately or on the foundation of percentage, pursuant to relevant agreements. If there is acquiring or selling of assets that does not constitute a business transaction with the joint operation, then only the portion of the profit or loss attributable to other participants in the joint operation shall be recognized.

### 三、重要會計政策及會計估計(續)

#### (七) 控制的判斷標準及合併財務報表的編制方法(續)

本公司與子公司及子公司相互之間發生的內部交易對合併財務報表的影響於合併時抵消。子公司的所有者權益中不屬於母公司的份額以及當期淨損益、其他綜合收益及綜合收益總額中屬於少數股東權益的份額,分別在合併財務報表「少數股東權益、少數股東損益、歸屬於少數股東的其他綜合收益及歸屬於少數股東的綜合收益總額」項目列示。

對於同一控制下企業合併取得的子公司,其經營成果和現金流量自合併當期期初納入合併財務報表。編制比較合併財務報表時,對上年財務報表的相關項目進行調整,視同合併後形成的報告主體自最終控制方開始控制時點起一直存在。

對於非同一控制下企業合併取得子公司,經營成果和現金流量自本集團取得控制權之日起納入合併財務報表。在編制合併財務報表時,以購買日確定的各項可辨認資產、負債及或有負債的公允價值為基礎對子公司的財務報表進行調整。

#### (八) 合營安排分類及共同經營會計處理方法

本集團的合營安排包括共同經營和合營企業。共同經營,是指合營方享有該安排相關資產且承擔該安排相關負債的合營安排。合營企業,是指合營方僅對該安排的淨資產享有權利的合營安排。

對於共同經營項目,本集團作為共同經營中的合營方確認單獨持有的資產和承擔的負債,以及按份額確認持有的資產和承擔的負債,根據相關約定單獨或按份額確認相關的收入和費用。與共同經營發生購買、銷售不構成業務的資產交易的,僅確認因該交易產生的損益中歸屬於共同經營其他參與方的部分。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (9) Cash and cash equivalents

Cash in the Group's cash flow statements refers to cash on hand and deposits that can be withdrawn for payment at any time. The cash equivalents in the cash flow statements refer to investments with a holding period of no more than 3 months, strong liquidity, easy translation to known amounts of cash, and wee risk of value changes.

#### (10) Foreign currency transactions and foreign currency translation in financial statements

##### 1. Foreign currency transactions

At the initial recognition of foreign currency transactions, the Group shall translate foreign currency into the standard currency for accounting by the spot exchange rate on the date when transaction occurs. On the balance sheet date, monetary items in foreign currency shall be translated into the standard currency for accounting by a spot exchange rate on the balance sheet date. Differences generated from currency translation shall be directly recognized in current loss or profit, except for differences of currency translation arising from foreign currency loans specifically borrowed for the purchase or production of assets that meet capitalization criteria, which are disposed according to capitalization principles; Non-monetary items in foreign currency measured at historical cost shall still be translated by a spot exchange rate on the transaction date, without changing the amount of standard currency for accounting; Non-monetary items in foreign currency measured at fair value shall be translated by a spot exchange rate on the date when fair value is determined. The difference between the amount after translation into standard currency for accounting and the amount in original standard currency for accounting shall be treated as a change in fair value (including alteration in exchange rate), and shall be recorded in current loss or profit; The capital invested by investors in foreign currency shall be translated by a spot exchange rate on the transaction date, and there shall be no difference generated from currency translation of capital, between capital invested in foreign currency and the amount of corresponding monetary items in standard currency for accounting.

##### 2. Foreign currency translation in financial statements

When preparing the consolidated financial statements, the Group translates foreign currency of foreign firms in financial statements into RMB. For balance sheets in foreign currency, assets and liabilities items are converted by a spot exchange rate on the balance sheet date; Owner's equity items, except for "undistributed profits", are converted by a spot exchange rate when business occurs; The incomes and expenses items in the income statement shall be converted by an average exchange rate in the transaction period. Difference generated from aforementioned foreign currency translation in financial statements shall be recorded into "other comprehensive income". Cash flows in foreign currency are converted by an average exchange rate in the period when cash flow occurs. The impact of exchange rate fluctuations on cash is separately presented in the cash flow statement.

### 三、重要會計政策及會計估計(續)

#### (九) 現金及現金等價物

本集團現金流量表之現金指庫存現金以及可以隨時用於支付的存款。現金流量表之現金等價物指持有期限不超過3個月、流動性強、易於轉換為已知金額現金且價值變動風險很小的投資。

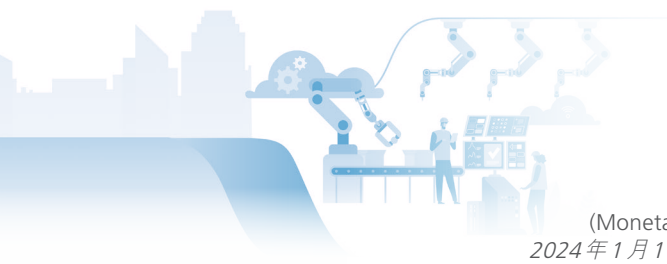
#### (十) 外幣業務和外幣財務報表折算

##### 1. 外幣交易

本集團外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，外幣貨幣性項目採用資產負債表日的即期匯率折算為記賬本位幣，所產生的折算差額除了為購建或生產符合資本化條件的資產而借入的外幣專門借款產生的匯兌差額按資本化的原則處理外，直接計入當期損益；以歷史成本計量的外幣非貨幣性項目，仍採用交易發生日的即期匯率折算，不改變其記賬本位幣金額；以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，折算後的記賬本位幣金額與原記賬本位幣金額的差額，作為公允價值變動(含匯率變動)處理，計入當期損益；收到投資者以外幣投入的資本，採用交易發生日即期匯率折算，外幣投入資本與相應的貨幣性項目的記賬本位幣金額之間不產生外幣資本折算差額。

##### 2. 外幣財務報表的折算

本集團在編制合併財務報表時將境外經營的財務報表折算為人民幣，其中：外幣資產負債表中資產、負債類項目採用資產負債表日的即期匯率折算；所有者權益類項目除「未分配利潤」外，均按業務發生時的即期匯率折算；利潤表中的收入與費用項目，採用交易當期平均匯率折算。上述折算產生的外幣報表折算差額，在其他綜合收益項目中列示。外幣現金流量採用現金流量發生日的當期平均匯率折算。匯率變動對現金的影響額，在現金流量表中單獨列示。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments

##### 1. Recognition and derecognition of financial instruments

When the Group becomes a party of a financial instrument contract, it recognizes a financial asset or financial liability.

If the following conditions are met, the recognition of financial assets (or a part of financial assets, or a group of similar financial assets) shall expire, which means they shall be written off from their accounts and balance sheets: 1) the right to receive cash flows from financial assets expires; 2) Rights to receive cash flows from financial assets have been transferred, or obligation to promptly pay the full amount of cash flows received to a third party under a 'transfer agreement' have been assumed; And practically almost all risks and rewards arising from ownership of financial assets have been transferred; or although almost all risks and rewards arising from ownership of financial assets have not been practically transferred or retained, but control over the financial assets has been waived.

If responsibility for financial liabilities has been fulfilled, revoked or expired, the financial liabilities shall be derecognized. If extant financial liabilities are substituted by other financial liabilities of the same creditor with almost totally different terms, or if the terms of extant liabilities are substantially modified, such substitute or modification shall be treated as derecognition of the original liabilities and recognition of new liabilities, and the difference shall be recognized in current loss or profit.

For purchasing and selling financial assets in a conventional manner, they shall be recognized and derecognized by accounting treatment on the transaction date.

##### 2. Classification and measurement methods of financial assets

At initial recognition, on the foundation of business model by which the Group manages financial assets and contract cash flow characteristics of financial assets, financial assets fall into three categories: financial assets measured at amortized cost, financial assets measured at fair value, and whose changes in fair value are recorded in other comprehensive income, and financial assets measured at fair value, and whose changes in fair value are recorded in current loss or profit. Only when the Group changes its business model for managing financial assets, all affected financial assets shall be reclassified.

When judging the business model, the Group takes into consideration methods of evaluating and reporting financial asset performance to key management staff, risks affecting financial asset performance and their management methods, as well as the ways in which relevant business management staff receive salaries. When assessing whether to take collection of contract cash flows as a target, the Group needs to analyze and judge reasons, timing, frequency, and value of the sale of financial assets before their maturity date.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具

##### 1. 金融工具的確認和終止確認

本集團成為金融工具合同的一方時確認一項金融資產或金融負債。

滿足下列條件的，終止確認金融資產(或金融資產的一部分，或一組類似金融資產的一部分)，即從其賬戶和資產負債表內予以轉銷：1)收取金融資產現金流量的權利屆滿；2)轉移了收取金融資產現金流量的權利，或在「過手協議」下承擔了及時將收取的現金流量全額支付給第三方的義務；並且實質上轉讓了金融資產所有權上幾乎所有的風險和報酬，或雖然實質上既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但放棄了對該金融資產的控制。

如果金融負債的責任已履行、撤銷或屆滿，則對金融負債進行終止確認。如果現有金融負債被同一債權人以實質上幾乎完全不同條款的另一金融負債所取代，或現有負債的條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債和確立新負債處理，差額計入當期損益。

以常規方式買賣金融資產，按交易日會計進行確認和終止確認。

##### 2. 金融資產分類和計量方法

本集團的金融資產於初始確認時根據本集團管理金融資產的業務模式和金融資產的合同現金流量特徵，將金融資產分類為以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產、以公允價值計量且其變動計入當期損益的金融資產。當且僅當本集團改變管理金融資產的業務模式時，才對所有受影響的相關金融資產進行重分類。

在判斷業務模式時，本集團考慮包括企業評價和向關鍵管理人員報告金融資產業績的方式、影響金融資產業績的風險及其管理方式以及相關業務管理人員獲得報酬的方式等。在評估是否以收取合同現金流量為目標時，本集團需要對金融資產到期日前的出售原因、時間、頻率和價值等進行分析判斷。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 2. Classification and measurement methods of financial assets (Continued)

When evaluating characteristics of contract cash flow, the Group needs to judge if contract cash flow is only for the payment of principal and interest engendered by unpaid principal. When evaluating correction of time value of money, it is necessary to judge if there is a significant difference compared with benchmark cash flow. For financial assets that have characteristics of early repayment, it is necessary to judge whether fair value of assets that have characteristics of early repayment is very small.

At initial recognition, financial assets are measured by fair value, but if accounts receivable or notes receivable generated from sale of goods or provision of services do not incorporate significant financing components, or do not meditate financing components that do not exceed one year, they are initially measured at the transaction price.

For financial assets measured at fair value with changes recorded into current loss or profit, relative transaction costs shall be directly recorded into current loss or profit, while related transaction costs of other kinds of financial assets shall be recognized at their initial recognition amount.

Subsequent measurement of financial assets depends on their classification:

##### 1) Financial assets measured at amortized cost

Financial assets that meet following conditions are classified as financial assets measured at amortized cost:

① The business model for managing financial assets is to receive contract cash flows. ② Contractual terms of such financial assets state that cash flows generated on a specific date are merely for payment of principal and interest arising from outstanding principal. The financial assets classified by this group mainly include: cash at bank and on hand, accounts receivable, notes receivable, other receivables, etc.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 2. 金融資產分類和計量方法(續)

在判斷合同現金流量特徵時，本集團需要判斷合同現金流量是否僅為對本金和以未償付本金為基礎的利息的支付時，包含對貨幣時間價值的修正進行評估時，需要判斷與基準現金流量相比是否具有顯著差異，對包含提前還款特徵的金融資產，需要判斷提前還款特徵的公允價值是否非常小等。

金融資產在初始確認時以公允價值計量，但是因銷售商品或提供服務等產生的應收賬款或應收票據未包含重大融資成分或不考慮不超過一年的融資成分的，按照交易價格進行初始計量。

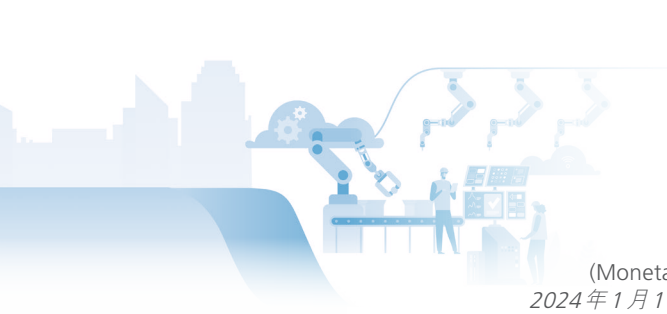
對於以公允價值計量且其變動計入當期損益的金融資產，相關交易費用直接計入當期損益，其他類別的金融資產相關交易費用計入其初始確認金額。

金融資產的後續計量取決於其分類：

##### 1) 以攤餘成本計量的金融資產

金融資產同時符合下列條件的，分類為以攤餘成本計量的金融資產：1 管理該金融資產的業務模式是以收取合同現金流量為目標。2 該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。本集團該分類的金融資產主要包括：貨幣資金、應收賬款、應收票據、其他應收款等。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 2. Classification and measurement methods of financial assets (Continued)

###### 2) *Debt instrument investments measured at fair value, whose changes are recorded in other comprehensive income*

Financial assets that meet following conditions are classified as financial assets measured at fair value, whose changes in fair value are recorded in other comprehensive income: ① The business model for managing financial assets is to receive contract cash flows and sell such financial assets; ② The contractual terms of such financial assets state that cash flows engendered on a specific date are merely for payment of principal and interest arising from outstanding principal. This type of financial asset recognizes interest income by an effective interest rate. Other than interest income, impairment losses, and differences from currency translation recorded into current loss or profit, other fair value changes are recognized in other comprehensive income. When financial assets are derecognized, the accumulated gains or losses previously recorded in other comprehensive income shall be transferred from other comprehensive income, and shall be recorded into current period loss or profit.

###### 3) *Equity instrument investments measured at fair value, whose changes are recorded in other comprehensive income*

The Group irrevocably chooses to designate some non-tradable equity instrument investments as financial assets, which are measured at fair value and whose changes are recorded in other comprehensive income. Once such designation is made, it cannot be rescinded. The Group only recognizes relevant dividends income (excluding dividends income explicitly recovered as part of investment costs) in current loss or profit, and subsequent changes in fair value are recorded in other comprehensive income, without the need of provision for impairment reserves. When financial assets are derecognized, the accumulated gains or losses previously recorded in other comprehensive income shall be transferred out from other comprehensive income, and shall be recorded in retained earnings.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 2. 金融資產分類和計量方法(續)

###### 2) 以公允價值計量且其變動計入其他綜合收益的債務工具投資

金融資產同時符合下列條件的，分類為以公允價值計量且其變動計入其他綜合收益的金融資產：①管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產採用實際利率法確認利息收入。除利息收入、減值損失及匯兌差額確認為當期損益外，其餘公允價值變動計入其他綜合收益。當金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益轉出，計入當期損益。

###### 3) 以公允價值計量且其變動計入其他綜合收益的權益工具投資

本集團不可撤銷地選擇將部分非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產，該指定一經作出，不得撤銷。本集團僅將相關股利收入(明確作為投資成本部分收回的股利收入除外)計入當期損益，公允價值的後續變動計入其他綜合收益，不需計提減值準備。當金融資產終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益轉出，計入留存收益。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 2. Classification and measurement methods of financial assets (Continued)

###### 4) *Financial assets measured at fair value, whose changes are recorded in current loss or profit*

Other than financial assets classified as measured at amortized cost, as well as financial assets classified or designated as measured at fair value and whose changes in fair value are recorded in other comprehensive income, the Group classifies other financial assets as financial assets measured at fair value, whose changes in fair value are recorded into current loss or profit. This kind of financial assets are subsequently measured at fair value, and all changes in fair value are recorded into current loss or profit, except those related to hedging accounting.

In business combination not under common control, if a contingent consideration recognized by the Group constitutes a financial asset, such financial asset shall be classified as a financial asset measured at fair value, whose changes in fair value are recognized in current loss or profit.

##### 3. Classification, recognition basis and measurement method of financial liabilities

Other than financial guarantee contracts issued, loan commitments with an interest rate lower than market interest rates, and financial liabilities arising from transfer of financial assets that do not meet derecognition conditions or continue to be involved with transferred financial assets, the Group's other financial liabilities are classified into two categories at initial recognition: financial liabilities measured at fair value, whose changes are recorded in current loss or profit, and financial liabilities measured at amortized cost. For financial liabilities measured at fair value, whose changes in fair are recorded in current loss or profit, related transaction costs are directly recorded in current loss or profit, while for financial liabilities measured at amortized cost, their related transaction costs are recorded into their initial recognition amount.

The subsequent measurement of financial liabilities depends on their classification:

###### 1) *Financial liabilities measured at amortized cost*

Financial liabilities measured at amortized cost are subsequently measured at amortized cost, by an effective interest rate.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 2. 金融資產分類和計量方法(續)

###### 4) 以公允價值計量且其變動計入當期損益的金融資產

除上述分類為以攤餘成本計量的金融資產和分類或指定為以公允價值計量且其變動計入其他綜合收益的金融資產之外的金融資產，本集團將其分類為以公允價值計量且其變動計入當期損益的金融資產。此類金融資產按照公允價值進行後續計量，除與套期會計有關外，所有公允價值變動計入當期損益。

本集團在非同一控制下的企業合併中確認的或有對價構成金融資產的，該金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。

##### 3. 金融負債分類、確認依據和計量方法

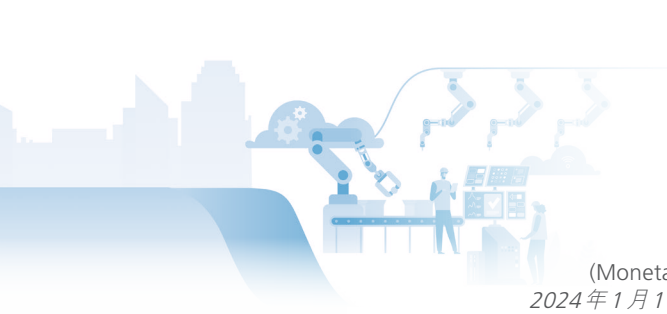
除了簽發的財務擔保合同、以低於市場利率貸款的貸款承諾及由於金融資產轉移不符合終止確認條件或繼續涉入被轉移金融資產所形成的金融負債以外，本集團的金融負債於初始確認時分類為：以公允價值計量且其變動計入當期損益的金融負債、以攤餘成本計量的金融負債。對於以公允價值計量且其變動計入當期損益的金融負債，相關交易費用直接計入當期損益，以攤餘成本計量的金融負債的相關交易費用計入其初始確認金額。

金融負債的後續計量取決於其分類：

###### 1) 以攤餘成本計量的金融負債

以攤餘成本計量的金融負債，採用實際利率法，按照攤餘成本進行後續計量。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 3. Classification, recognition basis and measurement method of financial liabilities (Continued)

###### 2) *Financial liabilities measured at fair value, whose changes are recorded in current loss or profit*

Financial liabilities measured at fair value, whose changes in fair value are recorded in current loss or profit (including derivative instruments belonging to financial liabilities), consist of financial liabilities held for trading, as well as financial liabilities designated at initial recognition as that measured at fair value, whose changes in fair value are recorded in current loss or profit. Financial liabilities held for trading (including derivative instruments belonging to financial liabilities) are subsequently measured at fair value (except those related to hedging accounting), and all changes in fair value are recorded in current loss or profit. For financial liabilities designated as those measured at fair value, whose changes are recorded in current loss or profit, subsequent measurements shall be made at fair value. Other than fair value changes caused by changes in the Group's own credit risk, which are recorded into other comprehensive income, other fair value changes shall be recorded in current loss or profit; If fair value changes caused by the Group's own credit risk changes are recorded into other comprehensive income, it may cause or expand accounting mismatches in profit or loss. The Group will record all changes in fair value (including the amount caused by its own credit risk changes) in current loss or profit.

##### 4. Impairment of financial instruments

On the foundation of expected credit losses, the Group makes depreciation treatment for financial assets measured at amortized cost, contract assets, and lease receivables, and recognizes provisions for losses.

Expected credit loss refers to the weighted average of credit losses of financial instruments weighted by default risk.  $A$  = all contract cash flows receivable due to the contract, and discounted at an effective interest rate by the Group,  $B$  = expected all cash flow received, then credit loss refers a difference between  $A$  and  $B$ , i.e. present value of all cash shortfall. When considering a measurement method for expected credit losses, the Group shall meditate following elements: ① A weighted average amount without a biased probability determined by assessing a series of possible outcomes; ② Time value of money; ③ Reasonable and evidence-based information about past events, current situations, and future economic prediction, which can be attained without unnecessary additional costs on the balance sheet date.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 3. 金融負債分類、確認依據和計量方法(續)

###### 2) 以公允價值計量且其變動計入當期損益的金融負債

以公允價值計量且其變動計入當期損益的金融負債(含屬於金融負債的衍生工具)，包括交易性金融負債和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債。交易性金融負債(含屬於金融負債的衍生工具)，按照公允價值進行後續計量，(除與套期會計有關外)，所有公允價值變動均計入當期損益。對於指定為以公允價值計量且其變動計入當期損益的金融負債，按照公允價值進行後續計量，除由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益之外，其他公允價值變動計入當期損益；如果由本集團自身信用風險變動引起的公允價值變動計入其他綜合收益會造成或擴大損益中的會計錯配，本集團將所有公允價值變動(包括自身信用風險變動的影響金額)計入當期損益。

##### 4. 金融工具減值

本集團以預期信用損失為基礎，對以攤餘成本計量的金融資產、合同資產、租賃應收款進行減值處理並確認損失準備。

預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。本集團考慮預期信用損失計量方法時反映如下要素：①通過評價一系列可能的結果而確定的無偏概率加權平均金額；②貨幣時間價值；③在資產負債表日無須付出不必要的額外成本或即可獲得的有關過去事項、當前狀況以及未來經濟狀況預測的合理且有依據的信息。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 4. Impairment of financial instruments (Continued)

The Group evaluates expected credit loss of financial instruments on the foundation of individual item and item group. When evaluating based on an item group, the Group divides financial instruments into different categories on the foundation of common characteristics of credit risk. Common characteristics of credit risk used by our Group include: types of financial instruments, credit risk rating, nature of debtors, information about overdue payments, aging and nature of receivables, etc.

The Group utilizes expected credit loss model to evaluate impairment of financial instruments and contract assets, so it requires significant judgments and estimates, and it need to consider all reasonable and evidence-based information, including forward-looking information. When making these judgments and estimates, the Group infers expected changes of debtor's credit risk, based on historical repayment data combined with economic policies, macro economic indicators, industry risks, and other factors. Different estimates may exert influence on provision of impairment reserves, and provision of impairment reserves may not equal actual amount of impairment loss in the future.

##### 1) Testing method for Impairment of accounts receivable and contract assets

For accounts receivable, notes receivable, accounts receivable financing, contract assets, and other receivables that arise from daily business activities, such as sale of goods and provision of services, and that do not contain significant financing components, the Group uses a simplified method to measure impairment reserves, on the foundation of expected credit loss during entire existing period.

The Group regards an account receivable whose sum is bigger than 10 million yuan as a single significant account receivable. If there is objective evidence embodying that credit risk of a single significant account receivable has changed significantly, compared with other receivables in its portfolio, then the Group shall conduct a separate impairment test.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 4. 金融工具減值(續)

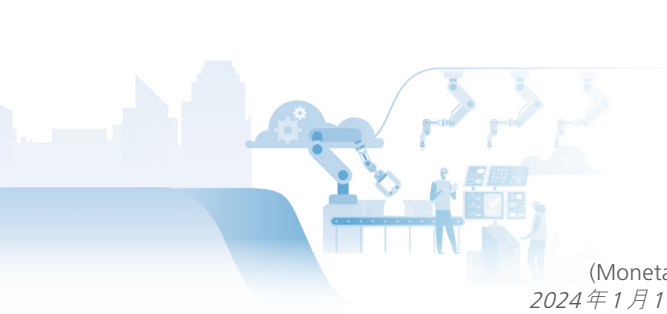
本集團基於單項和組合評估金融工具的預期信用損失，以組合為基礎進行評估時，本集團基於共同信用風險特徵將金融工具分為不同組別。本集團採用的共同信用風險特徵包括：金融工具類型、信用風險評級、債務人性質、逾期信息、應收款項賬齡及性質等。

本集團採用預期信用損失模型對金融工具和合同資產的減值進行評估需要做出重大判斷和估計，需考慮所有合理且有依據的信息，包括前瞻性信息。在做出這些判斷和估計時，本集團根據歷史還款數據結合經濟政策、宏觀經濟指標、行業風險等因素推斷債務人信用風險的預期變動。不同的估計可能會影響減值準備的計提，已計提的減值準備可能並不等於未來實際的減值損失金額。

##### 1) 應收款項和合同資產的減值測試方法

對於因銷售商品、提供勞務等日常經營活動形成的不含重大融資成分的應收賬款、應收票據、應收款項融資、合同資產等應收款項，本集團運用簡化計量方法，按照相當於整個存續期內的預期信用損失金額計量損失準備。

本集團將金額大於1,000.00萬元的應收款項確認為單項金額重大的應收款項。有客觀證據表明某單項重大的應收款項的信用風險較其所在組合其他應收款項發生了明顯變化，本集團將單獨進行減值測試。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 4. Impairment of financial instruments (Continued)

###### 1) Testing method for Impairment of accounts receivable and contract assets (Continued)

For accounts receivable with a single gigantic amount, if their credit risk alters enormously compared with other accounts receivable in the portfolio, then their credit loss shall be confirmed separately. In other situation, generally on the foundation of common credit risk characteristics portfolio, factors reflected by a method to measure estimated credit impairment shall be meditated, referring to historical experience about credit impairment, comparison table of accounts receivable aging and default loss rate shall be made, and estimated credit impairment can be calculated on the basis of this. If the credit risk characteristics of a customer are significantly different from those of other customers in the portfolio, or if there are significant changes in credit risk characteristics of the customer, such as the customer experiencing serious financial difficulties, and the expected credit loss rate of the receivables from the customer is significantly higher than the expected credit loss rate of the customer's aging or overdue period, the Group shall make a single provision for losses on the receivables from the customer.

###### ① The portfolio category and determination basis for accounts receivable and contract assets

The Group classifies accounts receivable and contract assets, on the foundation of information such as aging, nature of funds, credit risk exposure, and historical funds collection, according to the similarity and correlation of credit risk characteristics. For accounts receivable and contract assets, the Group regards aging as the main factor affecting their credit risk. Therefore, the Group assesses their expected credit losses based on aging portfolio.

### 三、重要會計政策及會計估計(續)

#### (十) 金融工具(續)

##### 4. 金融工具減值(續)

###### 1) 應收款項和合同資產的減值測試方法(續)

對於應收款項，除對單項金額重大且信用風險較其所在組合其他應收款項發生了明顯變化的應收款項單項確定其信用損失外，通常按照共同信用風險特徵組合的基礎上，考慮預期信用損失計量方法應反映的要素，參考歷史信用損失經驗，編制應收賬款賬齡與違約損失率對照表，以此為基礎計算預期信用損失。若某一客戶信用風險特徵與組合中其他客戶顯著不同，或該客戶信用風險特徵發生顯著變化，例如客戶發生嚴重財務困難，應收該客戶款項的預期信用損失率已顯著高於其所處於賬齡、逾期區間的預期信用損失率等，本集團對應收該客戶款項按照單項計提損失準備。

###### ① 應收賬款與合同資產的組合類別及確定依據

本集團根據應收賬款與合同資產的賬齡、款項性質、信用風險敞口、歷史回款情況等信息為基礎，按信用風險特徵的相似性和相關性進行分組。對於應收賬款與合同資產，本集團判斷賬齡為其信用風險主要影響因素，因此，本集團以賬齡組合為基礎評估其預期信用損失。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 4. Impairment of financial instruments (Continued)

###### 1) Testing method for Impairment of accounts receivable and contract assets (Continued)

###### ② Portfolio category and determination basis of notes receivable

Based on credit risk of notes receivable's acceptors as common risk characteristics, the Group classifies them into different portfolios, and affirms accounting estimation policies for expected credit losses: a. acceptors are banks with a higher credit rating for bank acceptance bills, and the Group deems that such payments have low credit risk, and does not recognize expected credit losses; b. acceptors are banks with a lower credit rating for bank acceptance bills and commercial acceptance bills, the Group shall recognize expected loss rate and make provisions for losses, pursuant to the Group's policies for accounts receivable, which is the same with classification of accounts receivable.

###### ③ Portfolio category and determination basis of other receivables

The Group measures impairment reserves for other receivables based on following situations: ① for other receivables whose credit risk has not significantly increased after initial recognition, the Group measures impairment reserves based on expected credit losses within next 12 months; ② for other receivables whose credit risk has significantly increased after initial recognition, the Group measures impairment reserves, on the foundation of expected credit loss of such financial instrument in all its existing period. ③ for purchased or intrinsic other receivables which have already experienced credit impairment, the Group shall measure impairment reserves, referring to estimated credit impairment in the whole existing period.

### 三、重要會計政策及會計估計(續)

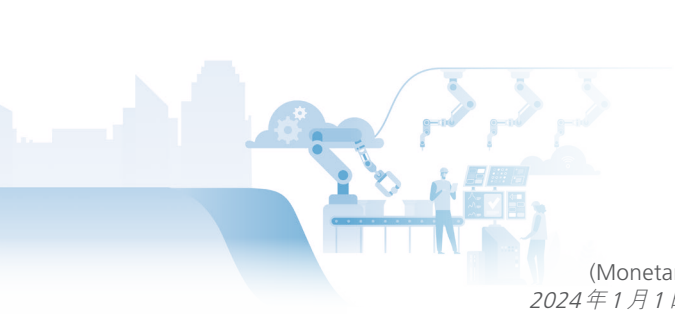
#### (十一) 金融工具(續)

##### 4. 金融工具減值(續)

###### 1) 應收款項和合同資產的減值測試方法(續)

② 應收票據的組合類別及確定依據  
本集團基於應收票據的承兌人信用風險作為共同風險特徵，將其劃分為不同組合，並確定預期信用損失會計估計政策：a. 承兌人為信用等級較高銀行的銀行承兌匯票，本集團評價該類款項具有較低的信用風險，不確認預期信用損失；b. 承兌人為信用等級較低銀行的銀行承兌匯票及商業承兌匯票，參照本集團應收賬款政策確認預期損失率計提損失準備，與應收賬款的組合劃分相同。

③ 其他應收款的組合類別及確定依據  
本集團按照下列情形計量其他應收款損失準備：①信用風險自初始確認後未顯著增加的其他應收款，本集團按照未來12個月的預期信用損失的金額計量損失準備；②信用風險自初始確認後已顯著增加的其他應收款，本集團按照相當於該金融工具整個存續期內預期信用損失的金額計量損失準備；③購買或源生已發生信用減值的其他應收款，本集團按照相當於整個存續期內預期信用損失的金額計量損失準備。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 4. Impairment of financial instruments (Continued)

###### 1) Testing method for Impairment of accounts receivable and contract assets (Continued)

###### ③ Portfolio category and determination basis of other receivables (Continued)

Evaluation based on portfolios. For other receivables, the Group can not get sufficient evidence to assess whether or not credit risk has increased significantly at a reasonable cost at the individual instrument level. However, it is feasible to evaluate whether or not credit risk has enormously increased on a portfolio basis. Therefore, the Group takes following items as common risk characteristics: types of financial instruments, credit risk rating, initial recognition date, and remaining contract term, and classifies other receivables, and evaluates whether credit risk has significantly increased based on the portfolios.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 4. 金融工具減值(續)

###### 1) 應收款項和合同資產的減值測試方法(續)

③ 其他應收款的組合類別及確定依據(續)  
以組合為基礎的評估。對於其他應收款，本集團在單項工具層面無法以合理成本獲得關於信用風險顯著增加的充分證據，而在組合的基礎上評估信用風險是否顯著增加是可行，所以本集團按照金融工具類型、信用風險評級、初始確認日期、剩餘合同期限為共同風險特徵為共同風險特徵，對其他應收款進行分組並以組合為基礎考慮評估信用風險是否顯著增加。

#### Individual instrument

#### 單項工具層面

##### Individual asset

###### 單項資產

Dividends receivable and interest receivable

應收股利、應收利息

Related parties within the scope of consolidation

合併範圍內關聯方

The credit rating of trading parties has decreased

交易對象信用評級下降

Aging portfolio

賬齡組合

Regarding the Group's standards for determining significant increases in credit risk and the definition of assets with credit impairment, please refer to Note X. (1) for disclosure.

##### Provision for bad debts

###### 壞賬準備計提情況

No credit impairment has occurred

未發生信用減值

No credit impairment has occurred

未發生信用減值

Credit risk has significantly increased

信用風險顯著增加

Measuring default loss rate based on portfolio

組合為基礎計量違約損失率

關於本集團對信用風險顯著增加判斷標準、已發生信用減值資產的定義等披露參見附註十、(一)。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 5. Recognition criteria and measurement methods for financial asset transfer

For transfer transactions of financial assets, if the Group has transferred almost all risks and benefits arising from ownership of financial assets to the transferee, then financial assets shall be derecognized; If almost all risks and benefits arising from ownership of financial assets are preserved, then recognition of financial assets shall not be terminated; For financial assets whose almost all risks and benefits on its ownership are not transferred nor preserved, and control over the financial assets is waived, then financial assets shall be derecognized, and the resultant assets and liabilities shall be recognized. For financial assets whose control right is not relinquished, then relevant financial assets shall be recognized according to their continued involvement in such transferred financial assets, and corresponding liabilities shall be recognized.

If financial assets involved in the transfer meet following conditions: ① the business model of the group for managing the financial assets is to collect contract cash flow and sell financial assets; ② the contractual terms of financial assets state that the cash flows arising on a specific date are only for paying principal and interest generated from unpaid principal. If overall transfer of financial assets meet derecognition conditions, then  $A = \text{book value of transferred financial assets on the derecognition date}$ ,  $B = \text{a consideration received due to the transfer} + \text{derecognized amount in accumulated fair value change which is originally directly recorded into other comprehensive income}$ , the difference between A and B shall be recorded into current loss or profit.

If a part of transferred financial assets meet derecognition condition, book value of all transferred financial assets shall be amortized according to their respective relative fair value, between portion derecognized and portion not derecognized.  $A = \text{a consideration received from the transfer}$ ,  $B = \text{amount derecognized in accumulated fair value change which is originally recorded into other comprehensive income}$ ,  $C = \text{book value of all aforementioned financial assets amortized}$ , then  $A + B - C$  shall be recorded into current loss and profit. Financial assets involved in the transfer also meet following conditions: ① the business model of the group for managing financial assets is aimed at both receiving contract cash flow and selling financial assets; ② the contract terms of such financial assets state that the cash flow arising on a specific date is only for paying principal and interest generated from unpaid principal.

For more process of providing financial guarantee for transferred financial assets, such assets shall be recognized at the lower amount between book value of financial assets and the amount with financial guarantee. The amount with financial guarantee refers to the highest amount demanding repayment in all considerations received.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 5. 金融資產轉移的確認依據和計量方法

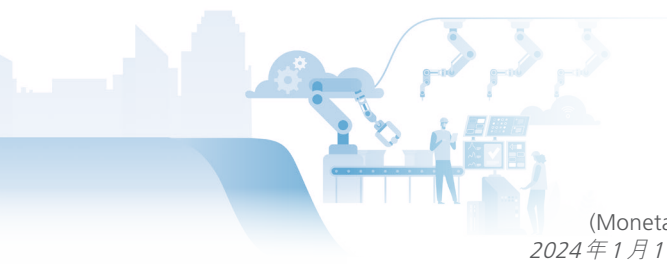
對於金融資產轉移交易，本集團已將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方的，終止確認該金融資產；保留了金融資產所有權上幾乎所有的風險和報酬的，不終止確認該金融資產；既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，放棄了對該金融資產控制的，終止確認該金融資產並確認產生的資產和負債，未放棄對該金融資產控制的，按照其繼續涉入所轉移金融資產的程度確認有關金融資產，並相應確認有關負債。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值，與因轉移而收到的對價及原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將因轉移而收到的對價及應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和，與分攤的前述金融資產整體賬面價值的差額計入當期損益。

通過對所轉移金融資產提供財務擔保方式繼續涉入的，按照金融資產的賬面價值和財務擔保金額兩者之中的較低者，確認繼續涉入形成的資產。財務擔保金額，是指所收到的對價中，將被要求償還的最高金額。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (11) Financial Instruments (Continued)

##### 6. The distinction and treatment methods for financial liabilities and equity instruments

The Group distinguishes between financial liabilities and equity instruments based on following principles: 1) If the Group cannot unconditionally avert performing a contract obligation by delivering cash or other financial assets, then the contract obligation meets definition of a financial liability. Some financial instruments, although not explicitly incorporate terms and conditions for delivering cash or other financial assets, may indirectly engender contract obligations through other terms and conditions; 2) If a financial instrument must or can be settled by utilizing the Group's own equity instruments, it is necessary to meditate whether the Group's own equity instruments used to settle the instrument are utilized as a substitute for cash or other financial assets, or to enable the holder of such instruments to enjoy remnant equity in such assets after deducting all liabilities from assets of the issuer. If the former situation is applicable, then the instrument will be regarded as a financial liability of the issuer; If the latter situation is applicable, the instrument will be regarded as the issuer's equity instrument. In some cases, a financial instrument contract claim that the Group must or may use its own equity instruments to settle such financial instruments, and the amount of the contract right or obligation = the quantity of its own equity instruments available or to be delivered \* their fair value at the time of settlement. Regardless of whether the amount of the contract right or obligation is fixed or varies entirely or partially based on changes in variables other than the market price of the Group's own equity instruments (such as interest rates, prices of some goods, prices of some financial instruments), the contract shall be grouped as a financial liability.

While grouping financial instruments (or their components) in consolidated financial statements, the Group meditates on all terms and conditions agreed upon between members of the Group and holders of the financial instruments. If the group as a whole bears an obligation to deliver cash, other financial assets, or settle the instrument in a manner, which the instrument become a financial liability, then the instrument should be grouped as a financial liability.

##### 7. Offsetting of financial assets and financial liabilities

The financial assets and financial liabilities of the Group are presented separately in the balance sheet, and are not offset against each other. When the following conditions are met simultaneously, the net amount after offsetting shall be presented in the balance sheet: 1) The Group has the legal right to offset the confirmed amount, and such legal right is currently enforceable; 2) The Group plans to settle on a net basis, or realize the financial asset and settle the financial liability at the same time.

### 三、重要會計政策及會計估計(續)

#### (十一) 金融工具(續)

##### 6. 金融負債與權益工具的區分及相關處理方法

本集團按照以下原則區分金融負債與權益工具：1)如果本集團不能無條件地避免以交付現金或其他金融資產來履行一項合同義務，則該合同義務符合金融負債的定義。有些金融工具雖然沒有明確地包含交付現金或其他金融資產義務的條款和條件，但有可能通過其他條款和條件間接地形成合同義務；2)如果一項金融工具須用或可用本集團自身權益工具進行結算，需要考慮用於結算該工具的本集團自身權益工具，是作為現金或其他金融資產的替代品，還是為了使該工具持有方享有在發行方扣除所有負債後的資產中的剩餘權益。如果是前者，該工具是發行方的金融負債；如果是後者，該工具是發行方的權益工具。在某些情況下，一項金融工具合同規定本集團須用或可用自身權益工具結算該金融工具，其中合同權利或合同義務的金額等於可獲取或需交付的自身權益工具的數量乘以其結算時的公允價值，則無論該合同權利或義務的金額是固定的，還是完全或部分地基於除本集團自身權益工具的市場價格以外的變量(例如利率、某種商品的價格或某項金融工具的價格)的變動而變動，該合同分類為金融負債。

本集團在合併報表中對金融工具(或其組成部分)進行分類時，考慮了集團成員和金融工具持有方之間達成的所有條款和條件。如果集團作為一個整體由於該工具而承擔了交付現金、其他金融資產或者以其他導致該工具成為金融負債的方式進行結算的義務，則該工具應當分類為金融負債。

##### 7. 金融資產和金融負債的抵銷

本集團的金融資產和金融負債在資產負債表內分別列示，不相互抵銷。但同時滿足下列條件時，以相互抵銷後的淨額在資產負債表內列示：1)本集團具有抵銷已確認金額的法定權利，且該種法定權利是當前可執行的；2)本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (12) Inventory

Inventory of our group mainly includes raw materials, goods in process, goods in stock, and shipped goods, processed material by commission, material in transit.

Inventory is initially measured at cost. Inventory costs incorporate purchase costs, processing costs, and other costs. The perpetual inventory system is implemented for inventory, and the actual cost of inventory received or issued is determined by a weighted average method. Low-value consumables and packaging materials are amortized by the one-time write-off method.

On the balance sheet date, inventory is measured at the lower number between cost and net realizable value. If the cost of inventory is higher than its net realizable value, provision for inventory impairment reserves shall be made, and shall be recorded in current loss or profit. Net realizable value refers to the estimated selling price of inventory in daily activities, minus estimated costs to be incurred until completion, estimated sales expenses, and related taxes and fees.

Provision for impairment reserves of raw materials, goods in stock, and goods in process of the Group is recognized on a single inventory item basis. When determining their net realizable value for goods in stock, goods in process, and materials used for sale that are directly used for sale, they shall determined by minus estimated sales expenses and related taxes from the estimated selling price of inventory; The inventory of materials held for production purposes is considered by the Group as main raw materials that can produce products of different liters and standards. The remaining raw materials cannot correspond to orders one by one. When determining their net realizable value, the estimated selling price of the inventory minus estimated costs when production is completed minus estimated sales expenses and related taxes is used to affirm the amount.

#### (13) Contract assets and contract liabilities

##### 1. Contract assets

Contract assets refer to rights of the Group to receive a consideration due to transfer of goods to customers, and such rights depend on other factors except elapse of time. If the Group sells two clearly distinguishable goods to a customer and has rights to get payment for delivering one of such goods, but the receipt of payments depends on delivery of the other goods, the Group will treat such rights to receive payments as a contract asset.

The determination method and accounting treatment method for expected credit losses of contract assets are detailed in Note III.(11) about impairment of financial assets.

##### 2. Contract liabilities

Contract liabilities reflect obligation of the Group to transfer goods to customers for a consideration received or receivable from them. If customers have already paid a contract consideration or the Group has obtained the unconditional right to receive a contract consideration before transferring those goods to those customers, then contract liabilities shall be recognized based on the amount received or receivable at the earlier time between actual payment made by the customer and the due time.

### 三、重要會計政策及會計估計(續)

#### (十二) 存貨

本集團存貨主要包括原材料、在產品、庫存商品、發出商品、委託加工物資、在途物資等。

存貨按照成本進行初始計量。存貨成本包括採購成本、加工成本和其他成本。存貨實行永續盤存制，領用或發出存貨，採用加權平均法確定其實際成本。低值易耗品和包裝物採用一次轉銷法進行攤銷。

資產負債表日，存貨按照成本與可變現淨值孰低計量。存貨成本高於其可變現淨值的，計提存貨跌價準備，計入當期損益。可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。

本集團原材料、庫存商品、在產品按照單個存貨項目計提存貨跌價準備，在確定其可變現淨值時，庫存商品、在產品和用於出售的材料等直接用於出售的商品存貨，按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定；用於生產而持有的材料存貨，本集團考慮主要原材料可以生產不同升數、不同標準的產品，結存的原材料不能一一對應到訂單，在確定其可變現淨值時，按該存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額確定。

#### (十三) 合同資產與合同負債

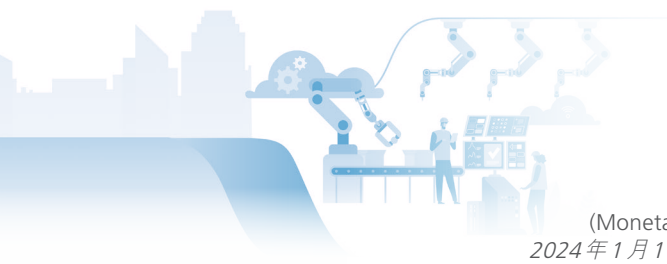
##### 1. 合同資產

合同資產，是指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。如本集團向客戶銷售兩項可明確區分的商品，因已交付其中一項商品而有權收取款項，但收取該款項還取決於交付另一項商品的，本集團將該收款權利作為合同資產。

合同資產的預期信用損失的確定方法和會計處理方法，詳見上述附註三、(十一)金融資產減值相關內容。

##### 2. 合同負債

合同負債反映本集團已收或應收客戶對價而應向客戶轉讓商品的義務。本集團在向客戶轉讓商品之前，客戶已經支付了合同對價或本集團已經取得了無條件收取合同對價權利的，在客戶實際支付款項與到期應支付款項孰早時點，按照已收或應收的金額確認合同負債。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (14) Assets related to contract costs

##### 1. Method for determining the amount of assets related to contract costs

Assets of the Group related to contract costs include contract performance costs and contract acquisition costs. According to their liquidity, contract performance costs are shown separately in inventory and other non-current assets, while contract acquisition costs are shown separately in other current assets and other non-current assets.

Contract performance costs refer to costs incurred by the Group in fulfilling a contract. If they does not fall into scope of relevant accounting standards such as inventory, fixed assets, or intangible assets, and meet following conditions simultaneously, they shall be recognized as an asset and contract performance costs: such costs are directly related to a current or expected contract, including direct labor, direct materials, manufacturing expenses (or similar expenses), costs explicitly assumed by customers, and other costs incurred solely due to the contract; Such costs increase resources available for the Group to fulfill its contractual obligations in the future; Such costs are expected to be recovered.

Contract acquisition costs refer to incremental costs, that are expected to be recovered and are incurred by the Group to acquire a contract, and they shall be recognized as an asset. If the amortization period of such asset does not exceed one year, the Group chooses simplified treatment, and records it in the current loss or profit when it occurs. Incremental costs refer to costs that would not have occurred without obtaining a contract, such as sales commissions. Other costs incurred by the Group for acquiring a contract, other than incremental costs that are expected to be recovered (such as travel expenses that happen regardless contracts are sealed or not), shall be recorded into current loss or profit when they occurs, but excluding those explicitly assumed by customers.

##### 2. Amortization of assets related to contract costs

Assets related to contract costs of the Group are amortized on the same basis as the recognition of commodity income related to the asset, and shall be recorded into current loss or profit.

##### 3. Impairment of assets related to contract costs

If book value of assets related to contract costs of the Group is higher than the difference between the following two items, the Group will make provision of impairment reserves for the excess and recognize it as an asset impairment loss: 1) remnant consideration that the enterprise expects to get due to transfer of goods related to such assets; 2) Estimated cost to be incurred for the transfer of the relevant goods.

### 三、重要會計政策及會計估計(續)

#### (十四) 與合同成本有關的資產

##### 1. 與合同成本有關的資產金額的確定方法

本集團與合同成本有關的資產包括合同履約成本和合同取得成本。根據其流動性,合同履約成本分別列報在存貨和其他非流動資產中,合同取得成本分別列報在其他流動資產和其他非流動資產中。

合同履約成本,即本集團為履行合同發生的成本,不屬於存貨、固定資產或無形資產等相關會計準則規範範圍且同時滿足下列條件的,作為合同履約成本確認為一項資產:該成本與一份當前或預期取得的合同直接相關,包括直接人工、直接材料、製造費用(或類似費用)、明確由客戶承擔的成本以及僅因該合同而發生的其他成本;該成本增加了本集團未來用於履行履約義務的資源;該成本預期能夠收回。

合同取得成本,即本集團為取得合同發生的增量成本預期能夠收回的,作為合同取得成本確認為一項資產。如果該資產攤銷期限不超過一年,本集團選擇在發生時計入當期損益的簡化處理。增量成本,是指不取得合同就不會發生的成本(如銷售佣金等)。本集團為取得合同發生的、除預期能夠收回的增量成本之外的其他支出(如無論是否取得合同均會發生的差旅費等),在發生時計入當期損益,但是,明確由客戶承擔的除外。

##### 2. 與合同成本有關的資產的攤銷

本集團與合同成本有關的資產採用與該資產相關的商品收入確認相同的基礎進行攤銷,計入當期損益。

##### 3. 與合同成本有關的資產的減值

本集團與合同成本有關的資產,其賬面價值高於下列兩項差額的,本集團將超出部分計提減值準備,並確認為資產減值損失:1)企業因轉讓與該資產相關的商品預期能夠取得的剩餘對價;2)為轉讓該相關商品估計將要發生的成本。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (15) Long-term equity investments

The long-term equity investments of the Group include investments in subsidiaries and investments in associates.

##### 1. Judgment of significant impact and joint control

The Group's equity investments that have a significant impact on the investee, namely investments in associates. Significant impact means the power of the Group to take part in decision-making in financial and operational policies of the investee, but cannot control or jointly control promulgation of these policies with other parties. When the Group directly or indirectly through its subsidiaries obtains more than 20% but less than 50% of voting rights of the invested entity, it is generally considered to have significant influence on the invested entity, unless there is obvious evidence showing that the Group cannot participate in production and operation decisions of the invested entity, nor exert control over the invested entity. If the Group holds less than 20% of the voting rights of the investee, such as representatives sent by the Group to the board of directors or similar power institutions of the investee, participation in the financial and operational policy formulation process of the investee, significant transactions with the investee, assigning management staff to the investee, or giving critical technical information to the investee (or mediating various facts and situations aforementioned), the Group believes that it can exert significant impact on the investee.

The Group, together with other joint operation partners, exert joint control over the invested entity and has rights to equity investment in net assets of the invested entity, which means investment in the joint venture. Joint control refers to the shared control over a certain arrangement pursuant relevant agreements, and related activities of the arrangement must be unanimously agreed upon by the parties sharing control rights before making decisions. The Group's judgment of joint control is on the foundation of collective control of arrangement by all participating parties or a combination of participating parties, and decisions regarding activities related to the arrangement must be unanimously agreed upon by the participating parties who collectively control the arrangement.

##### 2. Accounting treatment methods

The Group initially measures long-term equity investments acquired based on initial investment costs.

Initial investment costs for long-term equity investments acquired through business combination under common control, shall be book value of net assets of the merged party, in final controlling party's consolidated financial statements obtained on the business combination date; If book value of the net assets of the merged party on the business combination date is negative, then initial investment cost shall be affirmed as zero.

### 三、重要會計政策及會計估計(續)

#### (十五) 長期股權投資

本集團長期股權投資包括對子公司的投資、對聯營企業的投資。

##### 1. 重大影響、共同控制的判斷

本集團對被投資單位具有重大影響的權益性投資，即對聯營企業投資。重大影響，是指本集團對被投資方的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。本集團直接或通過子公司間接擁有被投資單位20%以上但低於50%的表決權時，通常認為對被投資單位具有重大影響，除非有明確的證據表明本集團不能參與被投資單位的生產經營決策或形成對被投資單位的控制。本集團持有被投資單位20%以下表決權的，如本集團在被投資單位的董事會或類似權力機構中派有代表的、或參與被投資單位財務和經營政策制定過程的、或與被投資單位之間發生重要交易的、或向被投資單位派出管理人員的、或向被投資單位提供關鍵技術資料等(或綜合考慮以上多種事實和情況)，本集團認為對被投資單位具有重大影響。

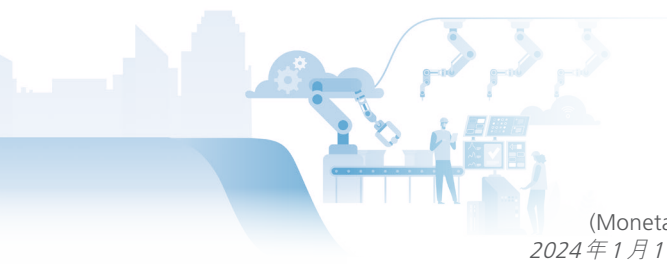
本集團與其他合營方一同對被投資單位實施共同控制且對被投資單位淨資產享有權利的權益性投資，即對合營企業投資。共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。本集團對共同控制的判斷依據是所有參與方或參與方組合集體控制該安排，並且該安排相關活動的決策必須經過這些集體控制該安排的參與方一致同意。

##### 2. 會計處理方法

本集團按照初始投資成本對取得的長期股權投資進行初始計量。

通過同一控制下的企業合併取得的長期股權投資，以合併日取得被合併方在最終控制方合併報表中淨資產的賬面價值的份額作為初始投資成本；被合併方在合併日的淨資產賬面價值為負數的，初始投資成本按零確定。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (15) Long-term equity investments (Continued)

##### 2. Accounting treatment methods (Continued)

For long-term equity investments obtained through business combination not under common control, their initial investment costs are business combination costs; except for long-term equity investments generated from business combination, for long-term equity investments paid by cash, their initial investment costs shall be calculated based on a purchase price actually paid, expenses, taxes, and other necessary expenditures directly related to the acquisition of long-term equity investments; for long-term equity investments acquired by issuance of equity securities, their investment costs shall be calculated based on fair value of issued equity securities;

Our company's investments in subsidiaries are calculated by a cost method in individual financial statements. When utilizing this cost method, long-term equity investments are measured at their initial investment costs. When making additional investments, book value of long-term equity investment costs shall be increased, based on fair value of costs incurred for additional investments and related transaction expenses occurring. The cash dividends or profits announced by the invested entity shall be regarded as current investment income based on the amount to be enjoyed.

The Group utilizes an equity method to calculate its investments in joint ventures and associates. When utilizing this equity method, if initial investment costs of a long-term equity investment are bigger than fair value of identifiable net assets of the investee that should be enjoyed at the time of investment, then book value of the long-term equity investment shall not be adjusted; if initial investment costs of a long-term equity investment are less than fair value of such identifiable net assets of the investee that should be enjoyed at the time of investment, then book value of the long-term equity investment shall be adjusted according to the difference, and the difference shall be recorded into current loss and profit for the investment.

For long-term equity investments measured by an equity method for subsequent calculation, during the period of holding such investments, book value of the long-term equity investment shall be increased or reduced, due to movement in owner's equity of the investee. When determining percentage of enjoyed net profit or loss of the investee, based on the fair value of identifiable assets of the investee at the time of acquiring investments, pursuant to accounting policies and accounting periods of the Group, unrealized internal transaction gains or losses arising from non-business transactions within associates and joint ventures shall be offset, the portion attributable to the Group shall be calculated according to the proportion to be enjoyed (if internal transaction losses belong to asset impairment losses, they shall be fully recognized), and the net profit of the investee shall be recognized after adjustment. The Group recognizes net losses incurred in the investee, book value of long-term equity investments and other long-term equity that essentially constitute net investments in the investee shall be reduced until they are zero, except where the Group has an obligation to bear additional losses.

The difference between book value and actual price for purchasing long-term equity investments shall be recorded into current investment income.

### 三、重要會計政策及會計估計(續)

#### (十五) 長期股權投資(續)

##### 2. 會計處理方法(續)

通過非同一控制下的企業合併取得的長期股權投資,以合併成本作為初始投資成本;除企業合併形成的長期股權投資外,以支付現金取得的長期股權投資,按照實際支付的購買價款及與取得長期股權投資直接相關的費用、税金及其他必要支出作為初始投資成本;以發行權益性證券取得的長期股權投資,按照發行權益性證券的公允價值作為投資成本;

本公司對子公司投資在個別財務報表中採用成本法核算。採用成本法時,長期股權投資按初始投資成本計價。在追加投資時,按照追加投資支付的成本額公允價值及發生的相關交易費用增加長期股權投資成本的賬面價值。被投資單位宣告分派的現金股利或利潤,按照應享有的金額確認為當期投資收益。

本集團對合營企業及聯營企業的投資採用權益法核算。採用權益法時,長期股權投資初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值的份額的,不調整長期股權投資賬面價值;長期股權投資初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值的份額的,差額調增長期股權投資的賬面價值,同時計入取得投資當期損益。

後續計量採用權益法核算的長期股權投資,在持有投資期間,隨著被投資單位所有者權益的變動相應調整增加或減少長期股權投資的賬面價值。其中在確認應享有被投資單位淨損益的份額時,以取得投資時被投資單位各項可辨認資產等的公允價值為基礎,按照本集團的會計政策及會計期間,並抵銷與聯營企業及合營企業之間發生的不構成業務的交易產生的未實現內部交易損益按照應享有比例計算歸屬於本集團的部分(內部交易損失屬於資產減值損失的,全額確認),對被投資單位的淨利潤進行調整後確認。本集團確認被投資單位發生的淨虧損,以長期股權投資的賬面價值以及其他實質上構成對被投資單位淨投資的長期權益減記至零為限,本集團負有承擔額外損失義務的除外。

處置長期股權投資,其賬面價值與實際取得價款的差額,計入當期投資收益。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (15) Long-term equity investments (Continued)

##### 2. Accounting treatment methods (Continued)

For long-term equity investments calculated by an equity method, other comprehensive income previously calculated by an equity method shall be measured on the same basis as the direct disposal of related assets or liabilities of the investee, when the equity method expires. The owner's equity recognized due to changes in the investee's other owner's equity, other than net loss or profit, other comprehensive income, and profit distribution, shall be totally transferred into current investment income when the equity method expires.

If remnant equity is still calculated by an equity method after disposal of some equity, then relevant other comprehensive income calculated by the original equity method shall be treated on the same basis as the direct disposal of relative assets or liabilities of the investee, and shall be carried forward in proportion. The owner's equity recognized due to alteration in the investee's other owner's equity, other than net loss or profit, other comprehensive income, and profit distribution, shall be carried forward in proportion to current investment income.

If loss of joint control or significant influence over the invested entity occurs, due to disposal of some equity, then remnant equity after disposal shall be calculated pursuant to the Accounting Standards for Enterprises No. 22 – Recognition and Measurement of Financial Instruments (FA [2017] No. 7). The difference between fair value and book value of remnant equity on the date when losing joint control or significant influence, shall be recorded into current loss or profit.

If loss of control over the invested entity occurs, due to disposal of some long-term equity investments, and remnant equity after disposal can jointly control or exercise significant influence upon the invested entity, they shall be calculated by an equity method. The difference between book value of the disposed equity and the disposal consideration shall be recorded into investment income, and remnant equity shall be adjusted, and it shall be deemed that remnant equity has been calculated by an equity method since acquisition; If remnant equity after disposal cannot exercise joint control or significant influence over the investee, accounting treatment shall be made pursuant to the Accounting Standards for Enterprises No. 22 – Recognition and Measurement of Financial Instruments (FA [2017] No. 7). The difference between book value of the disposed equity and the disposal consideration shall be recorded into investment income, and the difference between fair value and book value of remnant equity on the date when losing control shall be recorded into current loss or profit.

For transactions involving the step-by-step disposal of equity until the loss of control, which are not part of a package deal, the Group shall separately measure each transaction. For "package deals", each transaction shall be regarded as a transaction for disposal of a subsidiary and loss of control. However, before losing control, the difference between the disposal price of each transaction and the book value of the long-term equity investment corresponding to the disposed equity, shall be recorded into other comprehensive income, and then they shall be transferred into current loss or profit when losing control.

### 三、重要會計政策及會計估計(續)

#### (十五) 長期股權投資(續)

##### 2. 會計處理方法(續)

採用權益法核算的長期股權投資，原權益法核算的相關其他綜合收益在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，在終止採用權益法核算時全部轉入當期投資收益。

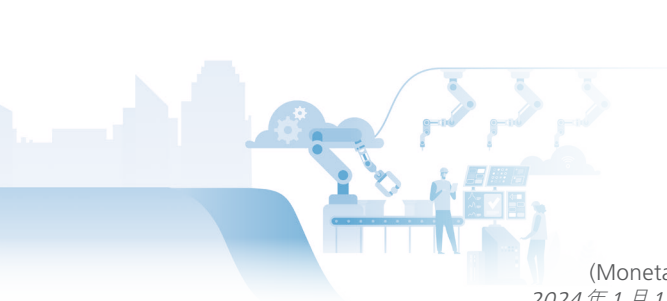
因處置部分股權後剩餘股權仍採用權益法核算的，原權益法核算的相關其他綜合收益採用與被投資單位直接處置相關資產或負債相同的基礎處理並按比例結轉，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，按比例結轉入當期投資收益。

因處置部分股權後喪失了對被投資單位的共同控制或重大影響的，處置後的剩餘股權適用《企業會計準則第22號—金融工具確認和計量》(財會[2017]7號)核算的，剩餘股權在喪失共同控制或重大影響之日的公允價值與賬面價值之間的差額計入當期損益。

因處置部分長期股權投資喪失了對被投資單位控制的，處置後的剩餘股權能夠對被投資單位實施共同控制或施加重大影響的，改按權益法核算，處置股權賬面價值和處置對價的差額計入投資收益，並對該剩餘股權視同自取得時即採用權益法核算進行調整；處置後的剩餘股權不能對被投資單位實施共同控制或施加重大影響的，適用《企業會計準則第22號—金融工具確認和計量》(財會[2017]7號)進行會計處理，處置股權賬面價值和處置對價的差額計入投資收益，剩餘股權在喪失控制之日的公允價值與賬面價值間的差額計入當期損益。

本集團對於分步處置股權至喪失控股權的各項交易不屬於一攬子交易的，對每一項交易分別進行會計處理。屬於「一攬子交易」的，將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理，但是，在喪失控制權之前每一次交易處置價款與所處置的股權對應的長期股權投資賬面價值之間的差額，確認為其他綜合收益，到喪失控制權時再一併轉入喪失控制權的當期損益。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

### 三、重要會計政策及會計估計(續)

#### (16) Investment property

Investment property of the Group refers to property held for the purpose of getting rent or capital appreciation, or both of them, including leased land use rights, houses and buildings. They shall be measured by a cost model.

Investment property of the Group shall be depreciated or amortized by a straight-line method. The expected service life, net residual value rate, and annual depreciation (amortization) rate of heterogeneous investment property are as follows:

Category	類別	Depreciation life (Years) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land use right	土地使用權	50	—	2.000
Plant & buildings	房屋建築物	40	5	2.375

#### (17) Fixed assets

Fixed assets of the Group are tangible assets held for production of goods, provision of services, rental or business management, with a service life of more than one year and a high unit value.

Fixed assets are recognized when the economic benefits related to them are highly likely to flow into the Group and their costs can be reliably measured. Fixed assets of our group include houses and buildings, Machine equipment, electrical and gas equipment, transportation equipment, office equipment, and other.

Except for fixed assets that have been fully depreciated and continue to be used, and land that is separately measured and recorded, the Group depreciates all fixed assets. Depreciation is made by a straight-line method. The classification depreciation period, estimated net residual value rate, and depreciation rate of fixed assets of the Group are as follows:

Category	類別	Depreciable life (year) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Houses and buildings	房屋建築物	40	5	2.375
Machine equipment	機器設備	10	5-10	9-9.5
Electrical and gas equipment	電氣設備	5-10	5-10	9-19
Transportation equipment	運輸設備	5	5-10	18-19
Office equipment and other	辦公設備和其他	3-5	5-10	18-30

At the end of each year, the Group will check the estimated service life, estimated net residual value, and depreciation method of fixed assets. If there are any changes, they are disposed as accounting estimate changes.

#### (十六) 投資性房地產

本集團投資性房地產是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、房屋建築物。採用成本模式計量。

本集團投資性房地產採用平均年限法計提折舊或攤銷。各類投資性房地產的預計使用壽命、淨殘值率及年折舊(攤銷)率如下：

#### (十七) 固定資產

本集團固定資產是為生產商品、提供勞務、出租或經營管理而持有的，使用年限超過一年，單位價值較高的有形資產。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。本集團固定資產包括房屋及建築物、機器設備、電氣設備、運輸設備、辦公設備和其他。

除已提足折舊仍繼續使用的固定資產和單獨計價入賬的土地外，本集團對所有固定資產計提折舊。計提折舊時採用平均年限法。本集團固定資產的分類折舊年限、預計淨殘值率、折舊率如下：

本集團於每年年度終了，對固定資產的預計使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變，則作為會計估計變更處理。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (18) Construction work in process

Costs of construction work in process is affirmed based on actual expenditures for engineering, including necessary expenditures for engineering incurred during the construction period, borrowing costs that should be capitalized before the project reaches the predetermined usable state, and other related expenses.

From the date when construction work in process reaches predetermined usable state, fixed assets shall be carried forward based on the estimated value according to the project budget, costs, or actual costs of engineering. Depreciation shall be made from the next month, and the difference of original value of fixed assets shall be adjusted after the completion settlement procedures are completed.

When construction work in process reaches the predetermined usable state, it shall be transferred to fixed assets according to the following standards:

Category 類別	Standards for transferring fixed assets 結轉固定資產的標準
Houses and buildings 房屋及建築物	After been inspected and accepted by some relevant departments, from the date of reaching predetermined usable state 經相關主管部門驗收，自達到預定可使用狀態之日起
Machine equipment 機器設備	After installation and debugging, meeting design requirements or standards specified in the contract, after being approved according to the process 安裝調試後達到設計要求或合同規定的標準，按照流程審批完畢後

#### (19) Borrowing costs

Borrowing costs incurred by the Group, which can be directly attributable to construction of assets or production, and which meet the capitalization standards, shall be capitalized and recorded into relevant asset costs, while other borrowing costs will be recorded into current loss or profit. Assets eligible for capitalization affirmed by the Group incorporate borrowing costs of fixed assets, investment property and inventories that need more than one year of acquisition and construction or production activities to reach the predetermined usable state or salable state. Capitalization begins when asset expenditures occurs, borrowing costs occur, and the acquisition and construction or production activities necessary to make such assets reach predetermined usable state or salable state start; When such assets that meet the capitalization standards for purchase, construction or production to make assets reach the predetermined usable state or saleable state, capitalization shall be terminated, and the subsequent borrowing costs shall be recorded into current loss or profit. If assets that meet the capitalization standards experience abnormal interruptions during the acquisition, construction, or production process, and the interruption lasts for more than 3 consecutive months, then capitalization of borrowing costs shall stop until the acquisition, construction, or production activities of such assets resume.

During each accounting period of capitalization periods, the Group shall recognize the capitalization amount of borrowing costs by following methods: capitalization amount of loans specifically borrowed = actual interest expenses occurring in current period – interest income got from unused borrowing funds deposited in banks – investment income earned from temporary investments; If general loans are used, capitalization amount = [assets expenditures of (accumulated asset expenditures – special loans)] \* capitalization rate of general loans. Of which, capitalization rate is affirmed by weighted average interest rate.

### 三、重要會計政策及會計估計(續)

#### (十八) 在建工程

在建工程成本按實際工程支出確定，包括在建期間發生的各項必要工程支出、工程達到預定可使用狀態前的應予資本化的借款費用以及其他相關費用等。

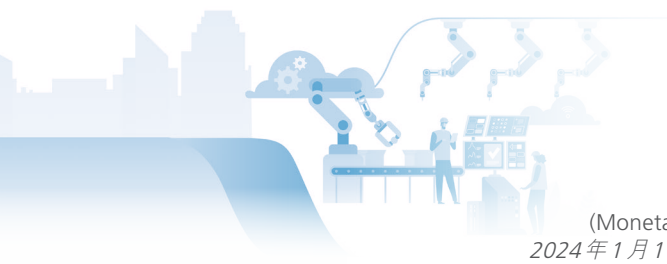
在建工程在達到預定可使用狀態之日起，根據工程預算、造價或工程實際成本等，按估計的價值結轉固定資產，次月起開始計提折舊，待辦理了竣工決算手續後再對固定資產原值差異進行調整。

在建工程在達到預定可使用狀態時轉入固定資產，標準如下：

#### (十九) 借款費用

本集團將發生的可直接歸屬於符合資本化條件的資產的構建或者生產的借款費用予以資本化，計入相關資產成本，其他借款費用計入當期損益。本集團確定的符合資本化條件的資產包括需要經過1年以上的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；當購建或生產符合資本化條件的資產達到預定可使用或可銷售狀態時，停止資本化，其後發生的借款費用計入當期損益。如果符合資本化條件的資產在購建或者生產過程中發生非正常中斷、且中斷時間連續超過3個月，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

在資本化期間內的每一會計期間，本集團按照以下方法確認借款費用的資本化金額：借入專門借款的，按照當期實際發生的利息費用，扣除尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定；佔用一般借款的，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率確定，其中資本化率根據一般借款加權平均利率計算確定。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (20) Intangible assets

Intangible assets of the Group include land use rights, patented technology, software, trademark rights, etc., which are measured at actual costs at the time of acquisition. Among them, intangible assets purchased are measured at actual costs based on actual payment and other related expenditures; Actual costs of intangible assets invested by investors shall be calculated based on value agreed upon in the investment contract or agreement. However, if value agreed upon in the contract or agreement is unfair, then actual costs shall be confirmed by fair value. However, for intangible assets acquired from the merged party in business combination not under common control, and which are not recognized in its financial statements, they shall be measured at fair value at initial recognition.

##### 1. Service life and its determination basis, estimation situation, amortization method or checking procedures

From the day of transfer, land use right shall be amortized evenly in the period of transferring land use right; Intangible assets such as patented technology, software, trademark rights, etc. are amortized evenly in the shortest period among following three periods: their expected service life, period of enjoying benefits specified in the contract, and effective service life specified by law. The amortization amount shall be recorded into relevant asset cost and current loss or profit based on its beneficiaries. The estimated service life and amortization method of intangible assets with limited service life shall be reviewed at the end of each year. If there are any changes, they shall be treated as accounting estimate changes.

During each accounting period, the Group checks estimated service life of intangible assets with an uncertain service life.

##### 2. Scope of R&D expenditures and related accounting treatment methods

The scope of R&D expenditures in this group incorporate salaries of R&D personnel, direct input expenses, depreciation and amortized expenses, testing fees, research and development expenses of external institutions, other expenses, etc.

Based on nature of expenditures of internal research and development projects, as well as whether there is a significant uncertainty for intangible assets to be ultimately produced by research and development activities, the Group divides them into research stage expenditures and development stage expenditures. During the research phase, expenditures incurred are recorded into current loss or profit. For expenditures incurred during the development stage, they shall be capitalized when following conditions are met simultaneously: ① The Group deems that it is technically feasible to successfully produce intangible assets, and can use or sell them; ② The Group has the intention to successfully produce intangible assets, and use or sell it; ③ Intangible assets are expected to bring economic benefits to the Group; ④ The Group has sufficient technical, financial, and other resources to support the development of the intangible asset, and has the ability to use or sell such intangible assets; ⑤ Expenditures belonging to the development stage of intangible assets can be reliably measured. Expenditures incurred during the development phase that do not meet the capitalization standards shall be recorded into current loss or profit.

### 三、重要會計政策及會計估計(續)

#### (二十) 無形資產

本集團無形資產包括土地使用權、專利技術、軟件、商標權等，按取得時的實際成本計量，其中，購入的無形資產，按實際支付的價款和相關的其他支出作為實際成本；投資者投入的無形資產，按投資合同或協議約定的價值確定實際成本，但合同或協議約定價值不公允的，按公允價值確定實際成本。但對非同一控制下合併中取得被購買方擁有的但在其財務報表中未確認的無形資產，在進行初始確認時，按公允價值確認計量。

##### 1. 使用壽命及其確定依據、估計情況、攤銷方法或覆核程序

土地使用權從出讓起始日起，按其出讓年限平均攤銷；專利技術、軟件、商標權等無形資產按預計使用年限、合同規定的受益年限和法律規定的有效年限三者中最短者分期平均攤銷。攤銷金額按其受益對象計入相關資產成本和當期損益。對使用壽命有限的無形資產的預計使用壽命及攤銷方法於每年年度終了進行覆核，如發生改變，則作為會計估計變更處理。

在每個會計期間，本集團對使用壽命不確定的無形資產的預計使用壽命進行覆核。

##### 2. 研發支出的歸集範圍及相關會計處理方法

本集團研發支出的歸集範圍包括研發人員職工薪酬、直接投入費用、折舊及待攤費用、試驗費、委託外部研究開發費用、其他費用等。

本集團根據內部研究開發項目支出的性質以及研發活動最終形成無形資產是否具有較大不確定性，將其分為研究階段支出和開發階段支出。研究階段支出於發生時計入當期損益，對於開發階段的支出，在同時滿足以下條件時予以資本化：①本集團評估完成該無形資產以使其能夠使用或出售在技術上具有可行性；②本集團具有完成該無形資產並使用或出售的意圖；③無形資產預計能夠為本集團帶來經濟利益；④本集團有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發，並有能力使用或出售該無形資產；⑤歸屬於該無形資產開發階段的支出能夠可靠地計量。對於不滿足資本化條件的開發階段支出於發生時計入當期損益。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (21) Impairment of long-term assets

On each balance sheet date, the Group shall check long-term equity investments, investment properties measured by a cost model, fixed assets, construction work in process, right-of-use assets, intangible assets with a limited service life, operating lease assets, and other items. When there are signs of impairment, the Group shall carry out impairment tests. Impairment tests shall be conducted at the end of each period for goodwill, intangible assets with an uncertain service life, and development expenditures of those that have not yet reached the predetermined usable state, regardless whether or not there are signs of impairment.

##### 1. Impairment of non-current assets except financial assets (excluding goodwill)

A = net amount of (fair value of assets – disposal expenditures), B = present value of expected future cash flow, while carrying out impairment tests, the Group determines the recoverable amount based on the higher number between A and B. After impairment tests, if book value of such assets is bigger than their recoverable amount, the difference shall be recognized as an impairment loss.

The Group estimates the recoverable amount based on a single asset. If it is difficult to estimate the recoverable amount of a single asset, the recoverable amount of an asset shall be determined based on the group to which such asset belongs. The identification of an asset group is based on whether or not main cash inflow engendered by the asset group is independent from cash inflow of other assets or other asset groups.

A = net amount of (fair value – disposal expenditures), B = selling price of similar assets in a fair transaction or an observable market price – incremental costs directly belong to such asset disposal, A shall be determined by referring to B. While assessing the present value of future cash flow, management must assess expected future cash flow of such asset or asset groups, and select an appropriate discount rate to determine present value of future cash flow.

##### 2. Impairment of goodwill

Goodwill generated in business combination shall be allotted to relevant asset groups, by a reasonable method from the date of purchase. If it is difficult to allot them to relevant asset groups, they shall be allotted to relevant asset portfolios. When conducting impairment tests on asset groups or asset portfolios that incorporate goodwill, if there are signs of impairment in asset groups or asset portfolios related to goodwill, impairment tests should be conducted first on asset groups or asset portfolios that do not incorporate goodwill. Recoverable amount should be calculated, and shall be compared with relevant book value, so as to confirm corresponding impairment loss; Further impairment tests shall be conducted on asset groups or asset portfolios that incorporate goodwill, book value and recoverable amount shall be compared, if the recoverable amount is lower than the book value, then impairment loss shall be first offset against the book value of goodwill allotted to the asset groups or asset portfolios. Then, based on the proportion of the book value of assets other than goodwill in the asset group or asset portfolios, the book value of other assets shall be offset proportionally.

Methods, parameters, and assumptions for impairment tests of goodwill are detailed in Note V, (15).

Once the impairment loss of the above-mentioned assets is recognized, it shall not be reversed in future accounting periods.

### 三、重要會計政策及會計估計(續)

#### (二十一) 長期資產減值

本集團於每一資產負債表日對長期股權投資、採用成本模式計量的投資性房地產、固定資產、在建工程、使用權資產、使用壽命有限的無形資產、經營租賃資產等項目進行檢查，當存在減值跡象時，本集團進行減值測試。對商譽、使用壽命不確定的無形資產、尚未達到預定可使用狀態的開發支出無論是否存在減值跡象，每期末均進行減值測試。

##### 1. 除金融資產之外的非流動資產減值(除商譽外)

本集團在進行減值測試時，按照資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者確定其可收回金額。減值測試後，若該資產的賬面價值超過其可收回金額，其差額確認為減值損失。

本集團以單項資產為基礎估計其可收回金額，難以對單項資產的可收回金額進行估計的，以該資產所屬資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。

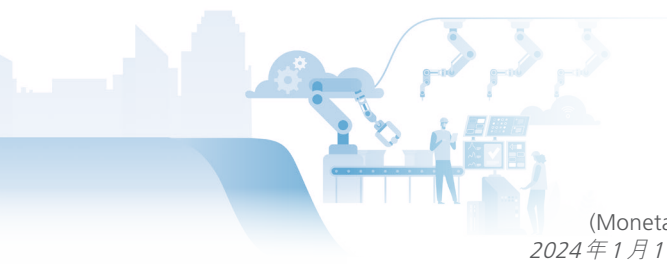
##### 2. 商譽減值

本集團對企業合併形成的商譽，自購買日起將其賬面價值按照合理的方法分攤至相關的資產組，難以分攤至相關的資產組的分攤至相關的資產組組合。在對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，並與相關賬面價值相比較，確認相應的減值損失；再對包含商譽的資產組或者資產組組合進行減值測試，比較賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

商譽減值測試的方法、參數與假設，詳見附註五、(十五)。

上述資產的減值損失一經確認，在以後會計期間不予轉回。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (22) Long-term deferred expenses

The long-term deferred expenses of the Group include expenses for turnover cylinders and house decoration, which have already been paid by the Group but shall be allotted between current and future periods over one year. These expenses are amortized evenly over the benefit period. If the long-term deferred expense item cannot benefit future accounting periods, the amortized value of the item that has not been amortized will be fully transferred to the current loss or profit.

#### (23) Staff salaries

Staff salaries of the Group include short-term compensation, post-employment benefits, Dismissal welfare and other long-term welfare.

Short-term compensation includes employee salary, employee benefit, medical premium, etc. The Group shall recognize the short-term compensation actually incurred as liability and include it in the current profits and losses or related asset cost during the accounting period when employees provide services.

Post-employment benefits mainly include basic pension insurance, unemployment insurance, etc., which shall be classified into defined contribution plan and defined benefit plan according to risk and obligation assumed by the Company. For the services provided by the employees in the accounting period on the balance sheet date, in the defined contribution plan, contribution that paid to individual shall be recognized as liabilities and included in current loss or profit or related asset cost according to the benefit object.

For the defined benefit plan, the Group adopts estimated accumulated welfare unit method, and makes unbiased and consistent actuarial assumptions, and makes assessment on demographic variables and financial variables, calculates obligations engendered by defined benefits plans, and confirms related obligations belongs to which period. Obligations generated by the defined benefits plans shall be discounted according to the discount rate, so as to confirm present value of the defined benefit plans and current service costs.

Dismissal welfare refers to compensation provided to employees for terminating the labor relationship with employees before the expiration of the labor contract between the Group and the employee, or for encouraging the employees to voluntarily accept the lay-off. For employees who have not terminated the labor contract with the Group but will no longer provide services for the Group in the future and cannot bring economic benefits to the Group, if the Group is committed to providing economic compensation with the nature of dismissal welfare, in case of "early retirement", economic compensation shall be treated as dismissal welfare before the official retirement date, and shall be treated as post-employment benefits after the official retirement date. If the Group furnishes employees with dismissal welfare, Date 1 is the date when the Group can not unilaterally revoke dismissal welfare due to canceled employment relationship contracts or redundancy plans, Date 2 is the date when the Group recognizes costs or expenses related to restructuring of dismissal welfare, the Group shall recognize staff salaries liabilities caused by dismissal welfare on the earlier date between Date 1 and Date 2, and they shall be recorded into current loss or profit. If the dismissal welfare is not expected to be fully paid before 12 months after the end of the reporting period, the substantive dismissal work is completed within one year but the compensation payments exceed the dismissal plan of one-year payment, the Group will choose the appropriate discount rate, and the dismissal welfare of the current loss or profit will be measured according to the amount after discounting.

### 三、重要會計政策及會計估計(續)

#### (二十二) 長期待攤費用

本集團的長期待攤費用包括周轉瓶和房屋裝修等本集團已經支付但應由本期及以後各期分攤的期限在1年以上的費用。該等費用在受益期內平均攤銷,如果長期待攤費用項目不能使以後會計期間受益,則將尚未攤銷的該項目的攤餘價值全部轉入當期損益。

#### (二十三) 職工薪酬

本集團職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期福利。

短期薪酬主要包括職工工資、職工福利費、醫療保險費等,在職工提供服務的會計期間,將實際發生的短期薪酬確認為負債,並按照受益對象計入當期損益或相關資產成本。

離職後福利主要包括基本養老保險費、失業保險費等,按照公司承擔的風險和義務,分類為設定提存計劃、設定受益計劃。對於設定提存計劃在根據在資產負債表日為換取職工在會計期間提供的服務而向單獨主體繳存的提存金確認為負債,並按照受益對象計入當期損益或相關資產成本。

對於設定受益計劃,本集團根據預期累計福利單位法,採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計,計量設定受益計劃所產生的義務,並確定相關義務的歸屬期間。按照折現率將設定受益計劃所產生的義務予以折現,以確定設定受益計劃義務的現值和當期服務成本。

辭退福利是指本集團在職工勞動合同到期之前解除與職工的勞動關係,或者為鼓勵職工自願接受裁減而給予職工的補償。對於職工雖然沒有與本集團解除勞動合同,但未來不再為本集團提供服務,不能為本集團帶來經濟利益,本集團承諾提供實質上具有辭退福利性質的經濟補償的,如發生「內退」的情況,在其正式退休日期之前應當比照辭退福利處理,在其正式退休日期之後,按照離職後福利處理。本集團向職工提供辭退福利的,在本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時,本集團確認涉及支付辭退福利的重組相關的成本或費用時兩者孰早日,確認辭退福利產生的職工薪酬負債,並計入當期損益。對於辭退福利預期在年度報告期間期末後十二個月內不能完全支付的辭退福利,實質性辭退工作在一年內實施完畢但補償款項超過一年支付的辭退計劃,本集團選擇恰當的折現率,以折現後的金額計量應計入當期損益的辭退福利金額。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (23) Staff salaries (Continued)

Other long-term employee welfare refers to the employee benefits except for short-term compensation, post-employment benefits and dismissal welfare, including long-term compensated absences, long-term disability welfare, long-term profit sharing plan, etc. Other long-term employee welfare provided by the Group to employees that meet the conditions of defined contribution plan, the accounting shall be treated according to the provisions in above defined contribution plan. Net liabilities or assets of other long-term employee welfare provided by the Group to employees and satisfying conditions of the defined benefit plan shall be recognized and measured according to provisions of the defined benefit plan. At the end of the reporting period, the Group recognizes employee payroll cost generated from other long-term employee welfare as the following components: service cost; net interest amount of net liabilities or assets of other long-term employee welfare; changes generated from the remeasurement of net liabilities or assets of other long-term employee welfare. The total net amount of the above item shall be included in the current profits and losses or related asset cost.

#### (24) Expected liabilities

When an external warranty, discount of commercial acceptance notes, pending legal proceedings or arbitration, goods quality guarantee or other contingent matters meet the following requirements simultaneously, the Group shall recognize such responsibilities as liabilities: the assumed responsibilities are current obligations; the fulfillment of such obligations will likely cause the outflow of economic benefits from the Group; the amount of such obligations can be measured reliably.

The estimated liabilities are initially measured, on the foundation of the best estimate of expenses required to fulfill relevant current obligations, taking into account factors such as risks, uncertainties, and time value of money related to contingencies. On the balance sheet date, the Group shall review current best estimate and adjust book value of estimated liabilities.

The contingent liabilities got from the merged party in business combination not under common control shall be measured at fair value upon initial recognition.  $A = \text{an amount determined by estimated liabilities}$ ,  $B = \text{the initial recognition amount} - \text{accumulated amortization amount determined by revenue recognition principle}$ . After initial recognition, contingent liabilities shall be measured subsequently according to the higher number between A and B.

#### (25) Share-based payment

For share-based payments measured by equity for service provided by employees, they shall be measured by fair value of equity instruments granted to employees. If the rights can be used immediately after they are granted, fair value of equity instruments on the grant date shall be recorded into relevant costs or expenditures, and capital reserve shall be increased correspondingly. If the rights can be used only after service in the waiting period is completed or stipulated goals are achieved, on each balance sheet date in the waiting period, based on the best estimate of number of equity instruments with viable rights, according to fair value of equity instruments on the grant date, service obtained in the period shall be recorded into relevant costs or expenditures and capital reserve. If clause that share-based payment shall be settled by equity is modified, service obtained shall be recognized according to unchanged clause. What's more, if fair value of equity instruments are modified, or those changes can benefit employees on the date of modification, it shall be deemed that service obtained is increased.

### 三、重要會計政策及會計估計(續)

#### (二十三) 職工薪酬(續)

其他長期福利，是指除短期薪酬、離職後福利、辭退福利之外所有的職工薪酬，包括長期帶薪缺勤、長期殘疾福利、長期利潤分享計劃等。本集團向職工提供的其他長期職工福利，符合設定提存計劃條件的，按照設定提存計劃的有關規定進行會計處理。本集團向職工提供的其他長期職工福利，符合設定受益計劃條件的，本集團按照設定受益計劃的有關規定，確認和計量其他長期職工福利淨負債或淨資產。在報告期末，本集團將其他長期職工福利產生的職工薪酬成本確認為下列組成部分：服務成本；其他長期職工福利淨負債或淨資產的利息淨額；重新計量其他長期職工福利淨負債或淨資產所產生的變動。上述項目的總淨額計入當期損益或相關資產成本。

#### (二十四) 預計負債

當與對外擔保、商業承兌匯票貼現、未決訴訟或仲裁、產品質量保證等或有事項相關的業務同時符合以下條件時，本集團將其確認為負債：該義務是本集團承擔的現時義務；該義務的履行很可能導致經濟利益流出企業；該義務的金額能夠可靠地計量。

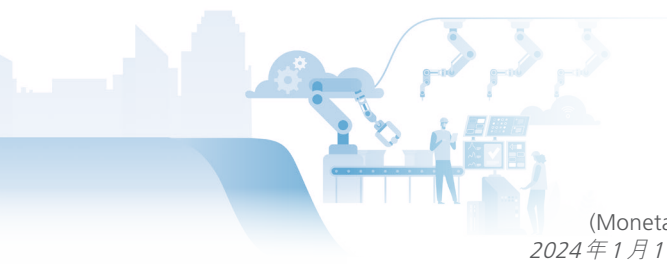
預計負債按照履行相關現時義務所需支出的最佳估計數進行初始計量，並綜合考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素。本集團於資產負債表日對當前最佳估計數進行覆核並對預計負債的賬面價值進行調整。

非同一控制下企業合併中取得的被購買方或有負債在初始確認時按照公允價值計量，在初始確認後，按照預計負債確認的金額，和初始確認金額扣除收入確認原則確定的累計攤銷額後的餘額，以兩者之中的較高者進行後續計量。

#### (二十五) 股份支付

用以換取職工提供服務的以權益結算的股份支付，以授予職工權益工具在授予日的公允價值計量。如授予後立即可行權，在授予日按照權益工具的公允價值計入相關成本或費用，相應增加資本公積。如需在完成等待期內的服務或達到規定業績條件才可行權，在等待期內的每個資產負債表日，以對可行權權益工具數量的最佳估計為基礎，按照權益工具授予日的公允價值，將當期取得的服務計入相關成本或費用和資本公積。如果修改了以權益結算的股份支付的條款，至少按照未修改條款的情況確認取得的服務。此外，增加所授予權益工具公允價值的修改，或在修改日對職工有利的變更，均確認取得服務的增加。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (25) Share-based payment (Continued)

If share-based payments settled by equity are canceled, it shall be treated as accelerated exercise of rights on the cancellation date, and the unrecognized amount will be immediately recognized. If employees or other parties meet condition of viable rights, but they do not achieve goals in the waiting period, it shall be treated that share-based payments settled by equity are canceled. However, if a new equity instrument is granted, and it is determined on the grant date that the new equity instrument is intended to replace the canceled equity instrument, the replacement of equity instrument granted shall be treated in the same manner as the modification of the terms and conditions of the original equity instrument.

For share-based payments settle by cash, they shall be measured by fair value of liabilities, which are borne by the Group and are confirmed based on share or other equity instruments. If such rights can be immediately exercised after granting, the fair value of the liability assumed shall be recorded into relevant costs or expenses on the grant date, and the liability shall be correspondingly increased; If it is necessary to complete the services during the waiting period or prescribed goals before exercising those rights, on each balance sheet date in the waiting period, based on the best estimate of viable rights situation, the services obtained in current period shall be recorded into costs or expenses, according to fair value of liabilities borne by the Group, and such liabilities shall be adjusted accordingly. On each balance sheet date and settlement date prior to settlement of relevant liabilities, fair value of liabilities shall be remeasured, and any changes shall be recorded in current loss or profit.

#### (26) Recognition principles and measurement methods for revenue

The Group recognizes revenue when fulfilling its contract obligations, namely when the customer obtains control of relevant goods or services. Acquiring control over related goods or services means being able to dominate utilization of goods or provision of services, and obtain almost all economic benefits from them.

Operating revenue of the Group mainly incorporates revenue from selling goods, housing rental fees, and location rental fees.

##### 1. Revenue from selling goods

The Group is engaged in manufacturing of gas cylinder storage and transportation products, as well as integrated products of automated manufacturing equipment systems. Gas cylinder storage and transportation products mainly consist of seamless steel cylinders, wrapped cylinders, low-temperature cylinders, low-temperature storage and transportation equipment, etc. The integrated products of automated manufacturing equipment systems mainly include ground conveying assembly system products, hanging chain air conveying system products, robot integrated applications and stamping connection products, non-standard automation special machine products, etc. The Group's sales mainly incorporate domestic sales and overseas sales. Specific principles of the Group for recognizing revenue from selling goods are as follows:

Sales contracts between the Group and customers usually only consist of fulfilling obligations for the transfer of goods. The Group usually recognizes revenue at the time of delivering products to customers pursuant to terms of the contract, taking into account following factors: current right to receive payment from those goods, the transfer of major risks and rewards arising from ownership of such goods, transfer of statutory ownership of those goods, transfer of physical assets of those goods, and the customer's acceptance of such goods.

### 三、重要會計政策及會計估計(續)

#### (二十五) 股份支付(續)

如果取消了以權益結算的股份支付，則於取消日作為加速行權處理，立即確認尚未確認的金額。職工或其他方能夠選擇滿足非可行權條件但在等待期內未滿足的，作為取消以權益結算的股份支付處理。但是，如果授予新的權益工具，並在新權益工具授予日認定所授予的新權益工具是用於替代被取消的權益工具的，則以與處理原權益工具條款和條件修改相同的方式，對所授予的替代權益工具進行處理。

以現金結算的股份支付，按照本集團承擔的以股份或其他權益工具為基礎確定的負債的公允價值計量。如授予後立即可行權，在授予日以承擔負債的公允價值計入相關成本或費用，相應增加負債；如需完成等待期內的服務或達到規定業績條件以後才可行權，在等待期的每個資產負債表日，以對可行權情況的最佳估計為基礎，按照本集團承擔負債的公允價值金額，將當期取得的服務計入成本或費用，相應調整負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

#### (二十六) 收入確認原則和計量方法

本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務的控制權時，確認收入。取得相關商品或服務的控制權，是指能夠主導該商品的使用或該服務的提供並從中獲得幾乎全部的經濟利益。

本集團的營業收入主要包括銷售商品收入、房屋租賃費及場地租賃費等。

##### 1. 銷售商品收入

本集團從事氣瓶儲運產品、自動化製造設備系統集成產品的製造，氣瓶儲運產品主要包括鋼製無縫瓶、纏繞瓶、低溫瓶、低溫儲運裝備等，自動化製造設備系統集成產品主要為地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。本集團銷售主要包含境內銷售和境外銷售。本集團銷售商品收入確認具體原則如下：

本集團與客戶之間的銷售商品合同通常僅包含轉讓商品的履約義務。本集團通常在綜合考慮了下列因素的基礎上，以按約定向客戶交付產品時點確認收入：取得商品的現時收款權利、商品所有權上的主要風險和報酬的轉移、商品的法定所有權的轉移、商品實物資產的轉移、客戶接受該商品。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and

#### Accounting Estimates (Continued)

#### (26) Recognition principles and measurement methods for revenue (Continued)

##### 1. Revenue from selling goods (Continued)

###### 1) Domestic sales

- ① If the company is responsible for shipping goods to customers or a location appointed by customers, pursuant to the contract or an agreement, sales revenue shall be confirmed after such goods arrive at the customer or a location appointed by customers, after customers confirm receipt of such goods;
- ② When the customer picks up such goods, according to the contract or an agreement, sales revenue shall be recognized when the customer picks up such goods and signs for them.

###### 2) Overseas sales

The Group confirms sales revenue, when goods are transported across ship's rail at a designated loading port and a bill of lading is signed, or when shipping goods to its designated location and receiving confirmation from customers, in accordance with the model for selling, pricing and transaction, which is agreed upon in the sales contract or an order signed with foreign customers.

The Group will use the expected amount of a consideration as the transaction price, the Group is entitled to receive such consideration for transfer of goods to customers, and determines it based on terms of the contract and past business practices. Some contracts of the Group state that customers can enjoy a certain discount, when they buy more than a certain quantity of goods, and this discount can directly offset a price that customers should pay when they buy goods in current period. The Group shall make the best estimate of discounts, based on expected values or the most likely amount to occur, and includes the estimated transaction price in the transaction price, but when relevant uncertainties are removed, the discounted transaction price shall not exceed the amount that is highly unlikely to result in a significant reversal of accumulated recognized income, and it shall be estimated again on each balance sheet date.

### 三、重要會計政策及會計估計(續)

#### (二十六) 收入確認原則和計量方法(續)

##### 1. 銷售商品收入(續)

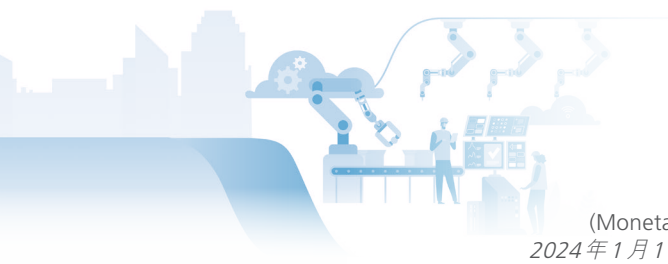
###### 1) 境內銷售

- ① 由公司按照合同或訂單約定負責將貨物送達客戶或客戶指定交貨地點的，在貨物已運抵客戶或客戶指定地點，經客戶確認簽收，確認銷售商品收入；
- ② 按照合同或訂單約定由客戶自提貨物時，在客戶提取貨物並簽收時確認銷售收入。

###### 2) 境外銷售

本集團按照與外銷客戶簽署的銷售合同或訂單中約定的銷售定價交易模式，在指定的裝運港越過船舷並取得提單時或商品運送至其指定的收貨地點經客戶簽收確認後確認銷售商品收入。

本集團將因向客戶轉讓商品而預期有權收取的對價金額作為交易價格，並根據合同條款，結合以往的商業慣例予以確定。本集團部分合同約定當客戶購買商品超過一定數量時可享受一定折扣，直接抵減當期客戶購買商品時應支付的款項。本集團按照期望值或最有可能發生金額對折扣做出最佳估計，以估計折扣後的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額為限計入交易價格，並在每一個資產負債表日進行重新估計。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (26) Recognition principles and measurement methods for revenue (Continued)

##### 1. Revenue from selling goods (Continued)

###### 2) Overseas sales (Continued)

For sales with sales return clauses, when customers attain control of relevant goods, the Group shall recognize revenue based on an expected amount of a consideration, that customers are entitled to receive due to transfer of goods to customers, and the Group shall recognize an expected amount to be returned, an the amount of a refund shall be recognized as an estimated liability; meanwhile, according to expected book value of the returned goods at the time of transfer, the balance after deducting expected costs of retrieving such goods (including loss of value of returned goods) shall be recognized as an asset, namely the receivable return cost. The net transfer cost of the asset cost is deducted based on the book value of the transferred goods at the time of transfer. On each balance sheet date, the Group estimates again future sales returns and measures again aforesaid assets and liabilities.

If there are significant financing components in a contract, it is assumed that customers pay by cash when they attain control right of goods, the Group will confirm transaction price by the amount of such cash. By a discount rate which is used to discount a nominal price of the contract consideration into a current selling price, difference between the confirmed transaction price and a consideration promised in the contract shall be amortized with an effective interest rate when the contract is valid.

According to contractual agreements, legal provisions, etc., the Group provides quality assurance for the goods sold, which belongs to the guarantee-type of quality assurance, so as to assure that such goods sold meet established standards to customers. The Group shall make accounting treatment for estimated liabilities in accordance with Note III. (24).

##### 2. House rental fees and location rental fees

Leasing income of the Group is operating leasing income, refer to Note III. (29) lease.

### 三、重要會計政策及會計估計(續)

#### (二十六) 收入確認原則和計量方法(續)

##### 1. 銷售商品收入(續)

###### 2) 境外銷售(續)

對於附有銷售退回條款的銷售，本集團在客戶取得相關商品控制權時，按照因向客戶轉讓商品而預期有權收取的對價金額確認收入，按照預期因銷售退回將退還的金額確認為預計負債；同時，按照預期將退回商品轉讓時的賬面價值，扣除收回該商品預計發生的成本(包括退回商品的價值減損)後的餘額，確認為一項資產，即應收退貨成本，按照所轉讓商品轉讓時的賬面價值，扣除上述資產成本的淨額結轉成本。每一資產負債表日，本集團重新估計未來銷售退回情況，並對上述資產和負債進行重新計量。

對於合同中存在重大融資成分的，本集團按照假定客戶在取得商品控制權時即以現金支付的應付金額確定交易價格，使用將合同對價的名義金額折現為商品現銷價格的折現率，將確定的交易價格與合同承諾的對價金額之間的差額在合同期間內採用實際利率法攤銷。

根據合同約定、法律規定等，本集團為所銷售的商品提供質量保證，屬於為向客戶保證所銷售的商品符合既定標準的保證類質量保證，本集團按照附註三、(二十四)預計負債進行會計處理。

##### 2. 房屋租賃費及場地租賃費

本集團租賃收入為經營租賃收入，參照附註三、(二十九)租賃相關內容。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (27) Government subsidies

When additional conditions are met and government subsidies can be received, government subsidies shall be recognized. When government subsidies are monetary assets, they shall be measured by actual amount received. For subsidies which are appropriated according to a fixed quota, or there is explicit evidence at the end of a period showing that related conditions of financial support policies can be met, and that financial support funds can be obtained in an estimation, they shall be measured according to the amount receivable; when government subsidies are non-monetary funds, they shall be measured by fair value, if fair value can not be reliably obtained, then they shall be measured by a nominal amount (1 yuan).

The government subsidies of the Group include those related to assets and those related to income. Among them, government subsidies related to assets refer to government subsidies obtained by the Group for the purpose of purchasing, constructing long-term assets or other methods; Government subsidies related to income refer to the other government subsidies, except government subsidies related to assets. If the government documents do not clearly specify recipients of subsidies, the Group will make judgments based on aforementioned differentiation principles. If it is difficult to distinguish, it will be classified as government subsidies related to income as a whole.

Government subsidies related to assets shall be recognized as deferred income, and they shall be recorded into current loss or profit step by step by a rational and systematic method in relative assets' service life. If such assets are sold, transferred, scrapped or destructed before relative assets' service life is over, then balance of relative undistributed deferred income shall be transferred into loss or profit in the period in which assets are disposed.

As for government subsidies related to income, if they are used to compensate for relevant costs, expenses or losses in future periods, they shall be recognized as deferred income and recorded in current loss or profit, during the period in which related costs, expenses or losses are recognized. Government subsidies related to daily activities shall be recorded into other income, according to nature of economic transactions. Government subsidies unrelated to daily activities shall be recorded into non-operating revenue and expenses.

### 三、重要會計政策及會計估計(續)

#### (二十七) 政府補助

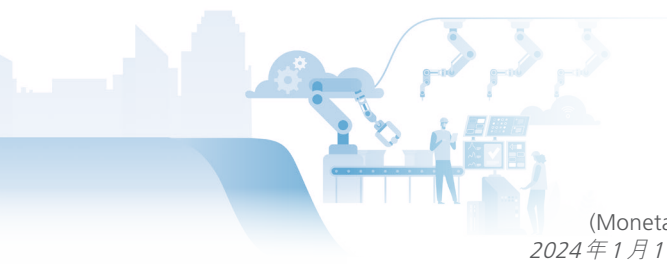
政府補助在能夠滿足其所附的條件並且能夠收到時，予以確認。政府補助為貨幣性資產的，按照實際收到的金額計量，對於按照固定的定額標準撥付的補助，或對期末有確鑿證據表明能夠符合財政扶持政策規定的相關條件且預計能夠收到財政扶持資金時，按照應收的金額計量；政府補助為非貨幣性資產的，按照公允價值計量，公允價值不能可靠取得的，按照名義金額(1元)計量。

本集團的政府補助包括與資產相關的政府補助和與收益相關的政府補助。其中，與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助；與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。如果政府文件中未明確規定補助對象，本集團按照上述區分原則進行判斷，難以區分的，整體歸類為與收益相關的政府補助。

與資產相關的政府補助，確認為遞延收益，確認為遞延收益的與資產相關的政府補助，在相關資產使用壽命內按照合理、系統的方法分期計入當期損益。相關資產在使用壽命結束前被出售、轉讓、報廢或發生毀損的，將尚未分配的相關遞延收益餘額轉入資產處置當期的損益。

與收益相關的政府補助，用於補償以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間計入當期損益。與日常活動相關的政府補助，按照經濟業務實質，計入其他收益。與日常活動無關的政府補助，計入營業外收支。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (28) Deferred income tax assets and deferred income tax liabilities

Deferred income tax assets and deferred income tax liabilities of the Group are recognized on the foundation of the difference between tax basis and book value of assets and liabilities, as well as the difference between the tax basis and book value of items, which are not recognized as assets and liabilities (temporary differences) but can be determined to belong to this sort according to tax laws.

The Group recognized all taxable temporary differences as deferred income tax liabilities, except following situations: (1) temporary differences stem from initial recognition of goodwill, or initial recognition of assets or liabilities, which are engendered from transactions not in business combination, and which do not affect accounting profit nor taxable income (or deductible loss); (2) taxable temporary difference related to investments in subsidiaries, associates and joint ventures, the Group can control the time of reversing those temporary difference, and such temporary difference will very likely not be reversed in a foreseeable future.

With a limitation of future taxable income, which is very likely to be used by the Group to deduct deductible temporary difference, deductible loss and tax deduction, other deductible temporary difference, deductible loss and tax deduction shall be recognized as deferred income tax assets, except following situations: temporary difference occurs from initial recognition of assets or liabilities, which stem from transaction not in business combination, and which do not affect accounting profit nor taxable income (or deductible loss); (2) deductible contemporary difference related to investments in subsidiaries, associates and joint ventures, but following situations can not be met simultaneously: temporary difference is very likely to be reversed, taxable income is very likely to be attained in the future to deduct deductible temporary difference.

Within a limitation that it is very likely for the Group to have enough taxable income to deduct deductible loss, all unused deductible loss shall be recognized as deferred income tax assets. The management utilizes myriad judgement to estimate time to obtain taxable income and the amount, combined with taxation strategy, the Group decides amount of deferred income assets that shall be recognized, therefore uncertainty exists.

On the balance sheet date, deferred income tax assets and deferred income tax liabilities shall be measured at the applicable tax rate, during the expected period in which such assets are recovered or such liabilities are liquidated.

### 三、重要會計政策及會計估計(續)

#### (二十八) 遞延所得稅資產和遞延所得稅負債

本集團遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值之間的差額,以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的計稅基礎與其賬面價值之間的差額產生的(暫時性差異)計算確認。

本集團對除以下情形外的所有應納稅暫時性差異確認遞延所得稅負債:(1)暫時性差異產生於商譽的初始確認或既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認;(2)與子公司、聯營企業及合營企業投資相關的應納稅暫時性差異,本集團能夠控制暫時性差異轉回的時間且該暫時性差異在可預見的未來很可能不會轉回的。

本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限,對除以下情形外產生的可抵扣暫時性差異、可抵扣虧損和稅款抵減確認遞延所得稅資產:(1)暫時性差異產生於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認;(2)與子公司、聯營企業及合營企業投資相關的可抵扣暫時性差異,不能同時滿足以下條件的:暫時性差異在可預見的未來很可能轉回、未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

本集團在很可能有足夠的應納稅所得額用以抵扣可抵扣虧損的限度內,就所有尚未利用的可抵扣虧損確認遞延所得稅資產。管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額,結合納稅籌劃策略,決定應確認的遞延所得稅資產的金額,因此存在不確定性。

於資產負債表日,遞延所得稅資產和遞延所得稅負債,按照預期收回該資產或清償該負債期間的適用稅率計量。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (29) Lease

##### 1. Identification of lease

On the commencement date of the contract, the Group shall assess whether the contract is a lease or incorporates a lease. If one party to a contract transfers rights to control the use of one or more identified assets for a certain period, so as to get a consideration, then the contract shall be regarded as a lease or incorporates a lease.

If multiple separate leases are included in a contract, the Group shall split the contract, and conduct accounting treatment for each separate lease separately. If the contract includes both lease and non-lease parts, the Group shall separate lease parts and non-lease parts, and carry out accounting treatment. Accounting treatment for each leasing part shall be made in accordance with leasing standards, while accounting treatment for non-leasing parts shall be made pursuant to other applicable enterprise accounting standards.

##### 2. The Group as the lessee

###### 1) Confirmation of lease

With an exception of short-term leases and leases of low-value assets, on the commencement date of a lease period, the Group recognizes right-of-use assets and lease liabilities for leases.

Right-of-use assets means that the Group has rights, in the lease period, to use leased assets, and they shall be measured by costs at initial recognition. The costs include: ① the amount of lease liabilities at initial measurement; ② A lease payment paid on or before the commencement date of a lease period – amount of lease incentives already enjoyed; ③ Initial direct expenses incurred; ④ The estimated costs incurred for dismantling and removing leased assets, restoring the location of leased assets, or restoring such leased assets to a condition stipulated in lease clauses (excluding those incurred for the production of inventory). If the Group remeasures lease liabilities pursuant to relevant leasing standards, then book value of right-of-use assets shall be adjusted accordingly.

According to estimated consumption method of economic profit related to right-of-use rights, the Group makes depreciation treatment for right-of-use assets by the straight-line method. If it can be reasonably confirmed that ownership of leased assets can be obtained when the lease period expires, then depreciation shall be made in residual service life of leased assets; If it can not be reasonably confirmed that ownership of lease assets can be obtained when the lease period expires, depreciation shall be made in the shorter period between the lease period and residual service life of lease assets. Provision for depreciation shall be recorded into costs of related assets or current loss or profit, based on purpose of right-of-use assets.

### 三、重要會計政策及會計估計(續)

#### (二十九) 租賃

##### 1. 租賃的識別

在合同開始日，本集團評估合同是否為租賃或者包含租賃。如果合同一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價，則該合同為租賃或者包含租賃。

合同中同時包含多項單獨租賃的，本集團將合同予以分拆，並分別各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的，本集團將租賃和非租賃部分分拆後進行會計處理。各租賃部分分別按照租賃準則進行會計處理，非租賃部分按照其他適用的企業會計準則進行會計處理。

##### 2. 本集團作為承租人

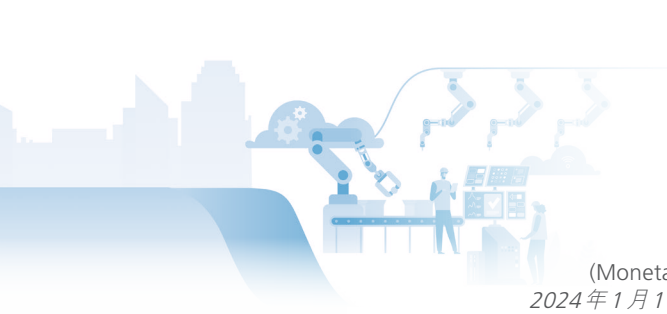
###### 1) 租賃確認

除了短期租賃和低價值資產租賃，在租賃期開始日，本集團對租賃確認使用權資產和租賃負債。

使用權資產，是指本集團作為承租人可在租賃期內使用租賃資產的權利，按照成本進行初始計量。該成本包括：①租賃負債的初始計量金額；②在租賃期開始日或之前支付的租賃付款額扣除已享受的租賃激勵相關金額；③發生的初始直接費用；④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本(屬於為生產存貨而發生的除外)。本集團按照租賃準則有關規定重新計量租賃負債的，相應調整使用權資產的賬面價值。

本集團根據與使用權資產有關的經濟利益的預期消耗方式以直線法對使用權資產計提折舊。能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產剩餘使用壽命內計提折舊；無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。計提的折舊金額根據使用權資產的用途，計入相關資產的成本或者當期損益。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (29) Lease (Continued)

##### 2. The Group as the lessee (Continued)

###### 1) Confirmation of lease (Continued)

The Group initially measures lease liabilities on the foundation of present value of lease payments, that are not paid up to the commencement date of a lease period. The lease payment consists of: ① fixed payment and essentially fixed payment, minus the amount related to lease incentives; ② Variable lease payments dependent on indexes or ratios; ③ The Group reasonably determines a viable price for the purchase option, when the Group exercises the purchase option; ④ The lease term reflects the amount to be paid when the Group exercises the option to terminate lease; ⑤ The estimated amount to be paid based on the residual value of the guarantee provided by our group.

When calculating present value of lease payments, the Group utilizes the lease implicit interest rate as the discount rate. If the Group can not confirm the lease implicit interest rate, the Group shall adopt an incremental loan interest rate as the discount rate. The Group calculates interest expenses of lease liabilities during the lease period at a fixed periodic interest rate, and records them into current loss or profit, except for those that should be capitalized.

After the commencement date of the lease period, when the Group confirms interest of lease liabilities, the Group shall increase book value of such lease liabilities; when the Group pays lease price, book value of lease liabilities shall be reduced. When there is a change in actual fixed payments, a change in the expected payable amount of the guaranteed residual value, a change in the indexes or ratios used to determine the lease payments, a change in the evaluation results or actual exercise of purchase option, renewal option or termination option of lease, the Group shall remeasure such lease liabilities, on the foundation of present value of such altered lease payments.

###### 2) Short-term lease and low-value asset lease

For short-term leases with a lease period less than 12 months, as well as leases of low-value brand – new single asset, the Group chooses not to recognize right-of-use assets and lease liabilities. The Group shall record lease payments for short-term leases and low-value asset leases into relevant asset costs or current loss or profit, by a straight-line method or other systematic and reasonable methods, during each period of lease period.

### 三、重要會計政策及會計估計(續)

#### (二十九) 租賃(續)

##### 2. 本集團作為承租人(續)

###### 1) 租賃確認(續)

本集團按照租賃期開始日尚未支付的租賃付款額的現值對租賃負債進行初始計量。租賃付款額包括：①固定付款額及實質固定付款額，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額；③本集團合理確定將行使購買選擇權時，購買選擇權的行權價格；④租賃期反映出本集團將行使終止租賃選擇權時，行使終止租賃選擇權需支付的款項；⑤根據本集團提供的擔保餘值預計應支付的款項。

在計算租賃付款額的現值時，本集團採用租賃內含利率作為折現率。本集團因無法確定租賃內含利率的，採用增量借款利率作為折現率。本集團按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益，但應當資本化的除外。

在租賃期開始日後，本集團確認租賃負債的利息時，增加租賃負債的賬面金額；支付租賃付款額時，減少租賃負債的賬面金額。當實質固定付款額發生變動、擔保餘值預計的應付金額發生變化、用於確定租賃付款額的指數或比率發生變動、購買選擇權、續租選擇權或終止選擇權的評估結果或實際行權情況發生變化時，本集團按照變動後的租賃付款額的現值重新計量租賃負債。

###### 2) 短期租賃和低價值資產租賃

對於租賃期不超過12個月的短期租賃和單項租賃資產為全新資產時價值較低的低價值資產租賃，本集團選擇不確認使用權資產和租賃負債。本集團將短期租賃和低價值資產租賃的租賃付款額，在租賃期內各個期間按照直線法或其他系統合理的方法計入相關資產成本或當期損益。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (29) Lease (Continued)

##### 3. The Group as the lessor

As the lessor, if a lease essentially transfers almost all risks and rewards arising from ownership of leased assets, the Group shall group the lease as a financing lease, and other kinds of lease shall be classified as operating lease.

##### 1) Financing lease

On the commencement date of lease periods, the Group shall confirm receivable financing lease payments for financing lease, and shall stop recognition of financing lease assets. When the Group initially measures receivable financing lease payments, net lease investments shall be used as the number recorded into accounting books for receivable financing lease payments.

Net amount of lease investments = net amount of lease investment + present value of receivable lease payments on the commencement date of lease periods by lease implicit interest rate. Interest revenue of each stretch of lease periods shall be calculated and recognized at a fixed periodic interest rate by the Group. The Group's variable lease payments that are not recorded into net lease investments shall be recorded into current loss or profit when they actually occur.

##### 2) Operating lease

During each stretch lease periods, the Group shall utilize a straight-line method to recognize lease payments from operating leases as rental income.

Initial direct expenses, which are related to operating leases and which occurs in the Group, shall be capitalized and regarded as costs of leased asset, and they shall be recorded into current loss or profit in lease periods on the same basis as rental income. The Group's variable lease payments related to operating lease that are not recorded into lease receipts, shall be recorded into current loss or profit when they actually occur.

If there is a change in the operating lease, the Group shall treat it as a new lease commencing from the effective date of the change, and the advance or receivable lease payments related to the lease before the change shall be regarded as receipts of new lease.

### 三、重要會計政策及會計估計(續)

#### (二十九) 租賃(續)

##### 3. 本集團為出租人

本集團作為出租人，如果一項租賃實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬，本集團將該項租賃分類為融資租賃，除此之外分類為經營租賃。

##### 1) 融資租賃

在租賃期開始日，本集團對融資租賃確認應收融資租賃款，並終止確認融資租賃資產。本集團對應收融資租賃款進行初始計量時，以租賃投資淨額作為應收融資租賃款的入賬價值。

租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。本集團按照固定的週期性利率計算並確認租賃期內各個期間的利息收入。本集團取得的未納入租賃投資淨額計量的可變租賃付款額在實際發生時計入當期損益。

##### 2) 經營租賃

在租賃期內各個期間，本集團採用直線法將經營租賃的租賃收款額確認為租金收入。

本集團發生的與經營租賃有關的初始直接費用資本化至租賃標的資產的成本，在租賃期內按照與租金收入相同的確認基礎分期計入當期損益。本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額在實際發生時計入當期損益。

經營租賃發生變更的，本集團自變更生效日開始，將其作為一項新的租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (30) Held for sale

If a non-current asset is sold by the Group, other than continuously used by the Group (including exchange of non-monetary assets with commercial nature, the same as below), or their book value is recovered by disposal groups, then it shall be classified as held for sale.

The Group classifies non-current assets or disposal groups that simultaneously meet following situations as held for sale: 1) According to the practice of selling this kind of assets or disposal groups in similar transactions, they can be sold instantly under current situation; 2) The sale is highly likely to occur, which means that a resolution about a sale plan has already been made, and a definite promise for purchase has been obtained. It is expected that the sale will be completed within one year. If relevant regulations require approval from relevant authorities or regulatory departments shall be obtained before sales, then such approval has been obtained. If book value of non-current assets or disposal groups held by the Group (excluding financial assets, deferred tax assets, investment properties measured at fair value, and assets formed by employee compensation) is higher than the net amount of (fair value – selling expenses), the carrying amount shall be reduced until to be the same with the net amount of (fair value – selling expenses), and the reduced amount shall be recognized as asset impairment loss and included in current loss or profit. Meanwhile, impairment reserves for assets held for sale shall be made.

If the Group loses control over a subsidiary due to selling its investment in such subsidiary or other reasons, regardless whether or not the Group retains some equity investments after the sale, when the investments in the subsidiary which are about to be sold meet classification standards for held for sale, the overall investments in the subsidiary shall be grouped as held for sale in individual financial statements of the parent company, and all assets and liabilities of the subsidiary shall be grouped as held for sale in the consolidated financial statements.

If non-current assets held for sale, or non-current assets in disposal groups are not to be depreciated or amortized, then interest and other expenses on liabilities held for sale in disposal groups shall continue to be recognized.

When non-current assets or disposal groups held for sale are derecognized, unrecognized gain or loss shall be recorded into current loss or profit.

### 三、重要會計政策及會計估計(續)

#### (三十) 持有待售

本集團主要通過出售(包括具有商業實質的非貨幣性資產交換，下同)而非持續使用一項非流動資產或處置組收回其賬面價值的，將其劃分為持有待售類別。

本集團將同時符合下列條件的非流動資產或處置組劃分為持有待售：1)根據類似交易中出售此類資產或處置組的慣例，在當前狀況下即可立即出售；2)出售極可能發生，即已經就一項出售計劃作出決議且獲得確定的購買承諾，預計出售將在一年內完成。有關規定要求相關權力機構或者監管部門批准後方可出售的需要獲得相關批准。本集團持有的非流動資產或處置組(除金融資產、遞延所得稅資產、以公允價值計量的投資性房地產、職工薪酬形成的資產等)賬面價值高於公允價值減去出售費用後的淨額的，將賬面價值減記至公允價值減去出售費用後的淨額，減記的金額確認為資產減值損失，計入當期損益，同時計提持有待售資產減值準備。

本集團因出售對子公司的投資等原因導致喪失對子公司控制權的，無論出售後本集團是否保留部分權益性投資，在擬出售的對子公司投資滿足持有待售類別劃分條件時，在母公司個別財務報表中將對子公司投資整體劃分為持有待售類別，在合併財務報表中將子公司所有資產和負債劃分為持有待售類別。

持有待售的非流動資產或處置組中的非流動資產不計提折舊或攤銷，持有待售的處置組中負債的利息和其他費用繼續予以確認。

終止確認持有待售的非流動資產或處置組時，將尚未確認的利得或損失計入當期損益。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (31) Termination of Operating

Termination of operating is for a component that is separately distinguishable of the Group, and that can meet one of following conditions, and that component has already been disposed and classified as held for sale: (1) such component stands for an independent main business or a separate main operating location; (2) This component is part of a related plan to dispose of an independent major business or a separate major operating area; (3) This component is a subsidiary acquired specifically for resale.

In income statements, the Group has added items "Net profit from continuing operating" and "Net profit from discontinued operating" under the "Net profit" item, such two items demonstrate losses related to continuing operating and losses related to discontinued operating respectively, with a net amount after tax. The relevant gains and losses related to termination of operating should be reported as loss or profit from discontinued operating, and the reported loss or profit from terminated operating include the entire reporting period, not just the reporting period after termination of operating.

#### (32) Measurement of fair value

On each balance sheet date, the Group shall measure its equity instrument investments at fair value. Fair value means the price that market participants are entitled to receive, due to selling an asset or paying to transfer a liability in an orderly transaction that occurs on the date of measurement.

For assets and liabilities measured at fair value and shown in financial statements, they shall be determined based on the lowest level input value, which is significant to overall measurement of fair value. The first-level input value is the unadjusted quoted price of the same asset or liability, which can be attained on the measurement date in an active market; The second-level input value refers to an input value that is directly or indirectly observable of related assets or liabilities, except the first-level input value; The third-level input value refers to an input value that is not observable of related assets or liabilities.

For financial instruments traded in an active market, the Group confirms their fair value on the foundation of their prices in an active market; For financial instruments that are not traded in an active market, the Group confirms their fair value by an evaluation technique, and the evaluation model used is mainly the discounted cash flow model. Input values of valuation techniques mainly incorporate: risk-free interest rates for creditor's rights, credit premiums, and liquidity premiums; Input values of equity include evaluation multiplier and liquidity discount.

Fair value of the third-level value is determined based on the evaluation model of the Group, such as the discounted cash flow model. The Group also takes into account initial transaction prices, recent transactions of the same or similar financial instruments, or third-party transactions of comparable financial instruments. On December 31, 2024, third third-level financial assets measured at fair value were evaluated by significant input values which are not observable, such as discount rates, but their fair value was not significantly sensitive to reasonable changes in these significant input values which are not observable.

### 三、重要會計政策及會計估計(續)

#### (三十一) 終止經營

終止經營，是指本集團滿足下列條件之一的、能夠單獨區分的組成部分，且該組成部分已經處置或劃分為持有待售類別：(1)該組成部分代表一項獨立的主要業務或一個單獨的主要經營地區；(2)該組成部分是擬對一項獨立的主要業務或一個單獨的主要經營地區進行處置的一項相關聯計劃的一部分；(3)該組成部分是專為轉售而取得的子公司。

在利潤表的中，本集團在利潤表「淨利潤」項下增設「持續經營淨利潤」和「終止經營淨利潤」項目，以稅後淨額分別反映持續經營相關損益和終止經營相關損益。終止經營的相關損益應當作為終止經營損益列報，列報的終止經營損益包含整個報告期間，而不僅包含認定為終止經營後的報告期間。

#### (三十二) 公允價值的計量

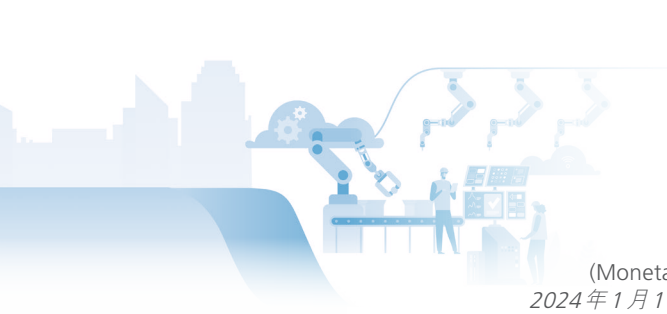
本集團於每個資產負債表日以公允價值計量權益工具投資。公允價值，是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。

在財務報表中以公允價值計量或披露的資產和負債，根據對公允價值計量整體而言具有重要意義的最低層次輸入值，確定所屬的公允價值層次：第一層次輸入值，在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值，除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；第三層次輸入值，相關資產或負債的不可觀察輸入值。

對於在活躍市場上交易的金融工具，本集團以其活躍市場報價確定其公允價值；對於不在活躍市場上交易的金融工具，本集團採用估值技術確定其公允價值，所使用的估值模型主要為現金流量折現模型。估值技術的輸入值主要包括：債權類為無風險利率、信用溢價和流動性溢價；股權類為估值乘數和流動性折價。

第三層級的公允價值以本集團的評估模型為依據確定，例如現金流折現模型。本集團還會考慮初始交易價格，相同或類似金融工具的近期交易，或者可比金融工具的完全第三方交易。於2024年12月31日，以公允價值計量的第三層級金融資產在估值時使用貼現率等重大不可觀察的輸入值，但其公允價值對這些重大不可觀察輸入值的合理變動無重大敏感性。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### III. Significant Accounting Policies and Accounting Estimates (Continued)

#### (32) Measurement of fair value (Continued)

The Group employs a market method to determine fair value of non-listed equity investments. This requires the Group to confirm comparable listed companies, select market multipliers, estimate liquidity discounts, therefore uncertainty exists.

On each balance sheet date, the Group reassesses assets and liabilities confirmed at fair value in financial statements, so as to determine whether there is a transition between fair value measurement levels.

#### (33) Significant changes in accounting policies and accounting estimates

##### 1. Significant changes in accounting policies

- 1) Since January 1, 2024, the Company has been complying with provisions of Interpretation of Accounting Standards for Business Enterprises No. 17 "on the division of current liabilities and non-current liabilities" promulgated by the Ministry of Finance, and this change in accounting policy has no impact on the Company's financial statements.
- 2) The Company has been complying with provisions of Interpretation of Accounting Standards for Business Enterprises No. 17 on "Disclosure of Supplier Financing Arrangements" promulgated by the Ministry of Finance since January 1, 2024, and this change in accounting policy has no impact on the Company's financial statements.
- 3) Since January 1, 2024, the Company has been complying with provisions of Interpretation of Accounting Standards for Business Enterprises No. 17 issued by the Ministry of Finance on "Accounting Treatment of sale and leaseback transactions", and this change in accounting policy has no impact on the Company's financial statements.
- 4) In December 2024, the Ministry of Finance issued Notice on Issuance of the Interpretation of Accounting Standards for Business Enterprises No. 18, which stipulates that accounting treatment for guaranteed quality deposits, which do not belong to single performance obligations, shall be in accordance with provisions of Accounting Standards for Business Enterprises No. 13 – Contingencies, stipulating that while recognizing estimated liabilities, the relevant amount should be recorded into operating costs. Expected liabilities are shown based on liquidity. On the date of first implementation, the Company uses a retrospective adjustment method to adjust relevant items in the comparative financial statements, respectively increasing the operating cost of the consolidated income statement in 2023 by RMB1,152,937.84 and reducing the selling expense of the consolidated income statement by RMB1,152,937.84.

##### 2. Significant changes in accounting estimates

None.

### 三、重要會計政策及會計估計(續)

#### (三二) 公允價值的計量(續)

本集團採用市場法確定對非上市股權投資的公允價值。這要求本集團確定可比上市公司、選擇市場乘數、對流動性折價進行估計等,因此具有不確定性。

每個資產負債表日,本集團對在財務報表中確認的持續以公允價值計量的資產和負債進行重新評估,以確定是否在公允價值計量層次之間發生轉換。

#### (三三) 重要會計政策和會計估計變更

##### 1. 重要會計政策變更

- 1) 公司自2024年1月1日起執行財政部頒佈的《企業會計準則解釋第17號》「關於流動負債與非流動負債的劃分」規定,該項會計政策變更對公司財務報表無影響。
- 2) 公司自2024年1月1日起執行財政部頒佈的《企業會計準則解釋第17號》「關於供應商融資安排的披露」規定,該項會計政策變更對公司財務報表無影響。
- 3) 公司自2024年1月1日起執行財政部頒佈的《企業會計準則解釋第17號》「關於售後租回交易的會計處理」規定,該項會計政策變更對公司財務報表無影響。
- 4) 2024年12月,財政部發佈了《關於印發〈企業會計準則解釋第18號〉的通知》,明確不屬於單項履約義務的保證類質量保證金的會計處理,應當根據《企業會計準則第13號—或有事項》規定,在確認預計負債的同時,將相關金額計入營業成本,並根據流動性列示預計負債。本公司在首次執行日,對此項會計政策變更採用追溯調整法,調整了比較財務報表相關項目列示,分別調增2023年度合併利潤表營業成本1,152,937.84元,調減合併利潤表銷售費用1,152,937.84元。

##### 2. 重要會計估計變更

無。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### IV. Taxation items

#### (1) Main types and rates of tax

### 四、稅項

#### (一) 主要稅種及稅率

Tax types 稅種	Tax basis 計稅依據	Tax rate 稅率
Value-added tax 增值稅	Value-added amount taxable 應納稅增值額	13%、9%、6%、5%
City maintenance and construction tax 城市維護建設稅	VAT payable 應納增值稅額	7%、5%
Education fees surcharge 教育費附加	VAT payable 應納增值稅額	3%
Local education fees surcharge 地方教育費附加	VAT payable 應納增值稅額	2%
Property tax 房產稅	70% – 80% of original value of real estate, income from real estate lease 房產原值的70%-80%和房產租賃收入	1.2% and 12%
Corporate income tax 企業所得稅	Taxable income 應納稅所得額	25%、15%
Hong Kong profits tax 香港利得稅	Taxable income 應納稅所得額	16.50%
Us corporate income tax 美國企業所得稅	Taxable income 應納稅所得額	21%

Explanation for taxpayers with different corporate income tax rates:

不同企業所得稅稅率納稅主體說明：

Name of Taxpayer 納稅主體名稱	Rate of income tax 所得稅稅率
The Company 本公司	25%
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	15%
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	15%
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司	15%
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	25%
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	15%
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	25%
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	15%
BTIC AMERICA CORPORATION (Tianhai America Corporation) BTIC AMERICA CORPORATION (天海美洲公司)	21%
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	16.50%
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	15%
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	25%

#### (2) Tax preference

On December 1, 2022, Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company (hereinafter referred to as BTIC), obtained a high-tech enterprise certificate with the certificate number GR202211004332 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Service, State Taxation Administration. The validity period of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current period.

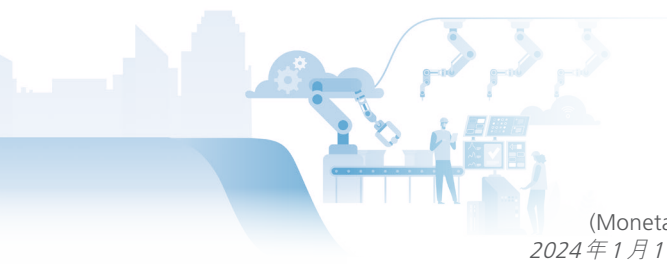
Tianjin Tianhai High Pressure Container Co., LTD., a subsidiary of the company, obtained a high-tech Enterprise Certificate GR202312003152 jointly issued by Tianjin Science and Technology Bureau, Tianjin Finance Bureau and Tianjin Taxation Bureau of the State Administration of Taxation on December 8, 2023. The certificate is valid for three years. Corporate income tax shall be calculated at the preferential tax rate of 15% for the current period.

#### (二) 稅收優惠

本公司之子公司北京天海工業有限公司(以下簡稱北京天海)2022年12月1日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202211004332的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司天津天海高壓容器有限責任公司2023年12月8日取得由天津市科學技術局、天津市財政局、國家稅務總局天津市稅務局聯合頒發的證書號為GR202312003152的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### IV. Taxation items (Continued)

#### (2) Tax preference (Continued)

Shanghai Tianhai Composite Cylinder Co., LTD., a subsidiary of the Company, obtained a high-tech Enterprise Certificate GR202331006818 jointly issued by Shanghai Science and Technology Commission, Shanghai Municipal Finance Bureau and Shanghai Municipal Taxation Bureau of the State Administration of Taxation on December 12, 2023. The certificate is valid for three years. Corporate income tax shall be calculated at the preferential tax rate of 15% for the current period.

Beijing Tianhai Hydrogen Energy Equipment Co., LTD., a subsidiary of the company, got a high-tech Enterprise Certificate GR202311005600 jointly issued by Beijing Municipal Science and Technology Commission, Beijing Municipal Bureau of Finance and Beijing Municipal Taxation Bureau of the State Administration of Taxation on November 30, 2023. The certificate is valid for three years. Corporate income tax shall be calculated at the preferential tax rate of 15% for the current period.

Kuancheng Tianhai Pressure container Co., LTD., a subsidiary of the company, got a high-tech Enterprise Certificate GR202213003894 issued by Hebei Provincial Department of Science and Technology, Hebei Provincial Department of Finance and Hebei Provincial Tax Bureau of the State Administration of Taxation on November 22, 2022. The certificate is valid for three years. Corporate income tax shall be calculated at the preferential tax rate of 15% for the current period.

Qingdao BYTQ United Digital Intelligence Co., Ltd. a subsidiary of the company, obtained the high-tech enterprise Certificate GR202437101841 issued by Qingdao Science and Technology Bureau, Qingdao Finance Bureau and Qingdao Taxation Bureau of the State Administration of Taxation on December 4, 2024. The certificate is valid for three years. Corporate income tax shall be calculated at the preferential tax rate of 15% for the current period.

Pursuant to the Notice of the State Administration of Taxation of the Ministry of Finance on Extending the period of Loss carry-forward of High-Tech Enterprises and technology-based small and medium-size enterprise [2018] No. 76, since January 1, 2018, enterprises that have the qualification of high-tech enterprises or technology-based small and medium-size enterprise (hereinafter collectively referred to as the qualification) in that year, The uncovered losses incurred in the five years prior to the qualifying year shall be allowed to be covered in the years after the carry-forward, and the maximum carry-forward period shall be extended from five years to 10 years.

### 四、稅項(續)

#### (二) 稅收優惠(續)

本公司之下屬公司上海天海復合氣瓶有限公司2023年12月12日取得由上海市科學技術委員會、上海市財政局、國家稅務總局上海市稅務局聯合頒發的證書號為GR202331006818的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司北京天海氫能裝備有限公司2023年11月30日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202311005600的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司寬城天海壓力容器有限公司2022年11月22日取得由河北省科學技術廳、河北省財政廳、國家稅務總局河北省稅務局頒發的證書號為GR202213003894的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司青島北洋天青數聯智能有限公司2024年12月4日取得由青島市科學技術局、青島市財政局、國家稅務總局青島市稅務局頒發的證書號為GR202437101841的高新技術企業證書，證書有效期為三年。本期按15%的企業所得稅優惠稅率計提企業所得稅。

根據《財政部國家稅務總局關於延長高新技術企業和科技型中小企業虧損結轉年限的通知》財稅[2018]76號，自2018年1月1日起，當年具備高新技術企業或科技型中小企業資格(以下統稱資格)的企業，其具備資格年度之前5個年度發生的尚未彌補完的虧損，准予結轉以後年度彌補，最長結轉年限由5年延長至10年。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements

In financial statement data disclosed below, unless otherwise specified, "beginning balance" refers to balance on January 1, 2024, "ending balance" refers to balance on December 31, 2024, "current period" refers to from January to December in 2024, and "previous period" refers to from January to December in 2023, currency unit is RMB yuan.

#### (1) Cash at bank and on hand

##### 1. Balance of cash at bank and on hand

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Cash on hand	庫存現金	121,849.68	129,917.68
Deposits in bank	銀行存款	410,450,539.70	429,718,900.77
Other monetary funds	其他貨幣資金	72,416,120.59	72,917,197.47
Deposit in financial companies	存放財務公司存款		
<b>Total</b>	<b>合計</b>	<b>482,988,509.97</b>	502,766,015.92
In which: the total amount of funds stored overseas	其中：存放在境外的款項總額	21,019,362.79	14,132,683.45
Total amount of funds with restrictions on use due to mortgage, pledge or freezing	因抵押、質押或凍結等對使用有限制的款項總額	72,416,120.59	72,917,197.47

##### 2. Details of restricted cash at bank and on hand

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Security deposit for bank acceptance bill	銀行承兌匯票保證金	69,544,018.02	65,688,058.02
Security deposit for letter of credit	信用證保證金	1,639,488.83	7,228,638.76
Frozen by litigation	訴訟凍結	1,232,613.74	
Security deposit for letter of guarantee	保函保證金		500.69
<b>Total</b>	<b>合計</b>	<b>72,416,120.59</b>	72,917,197.47

### 五、合併財務報表主要項目註釋

下列所披露的財務報表數據，除特別註明之外，「期初餘額」系指2024年1月1日，「期末餘額」系指2024年12月31日，「本期」系指2024年1-12月，「上期」系指2023年1-12月，貨幣單位為人民幣元。

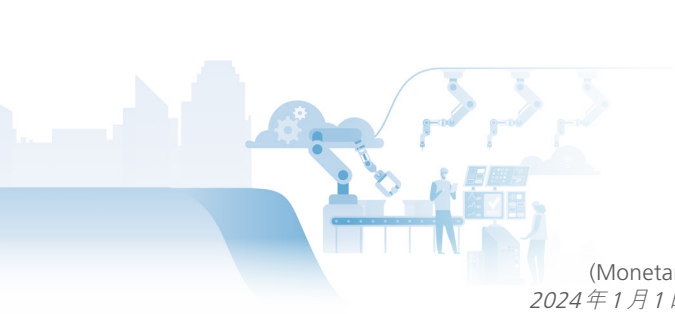
#### (一) 貨幣資金

##### 1. 貨幣資金餘額

Ending balance 期末餘額	Beginning balance 期初餘額
121,849.68	129,917.68
410,450,539.70	429,718,900.77
72,416,120.59	72,917,197.47
<b>482,988,509.97</b>	502,766,015.92
21,019,362.79	14,132,683.45
<b>72,416,120.59</b>	72,917,197.47

##### 2. 受限制的貨幣資金明細

Ending balance 期末餘額	Beginning balance 期初餘額
69,544,018.02	65,688,058.02
1,639,488.83	7,228,638.76
1,232,613.74	
	500.69
<b>72,416,120.59</b>	72,917,197.47



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (2) Notes receivable

#### (二) 應收票據

##### 1. Classification and presentation of notes receivable

##### 1. 應收票據分類列示

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Bank acceptance bill	銀行承兌匯票	4,353,731.70	2,900,000.00
Commercial acceptance bill	商業承兌匯票	9,695,160.64	690,000.00
Total	合計	14,048,892.34	3,590,000.00

##### 2. There are no pledged notes receivable at the end of the period.

##### 2. 期末無已質押的應收票據。

##### 3. Notes receivable that have been endorsed or discounted at the end of the period and have not yet matured up to the balance sheet date

##### 3. 期末已經背書或貼現且在資產負債表日尚未到期的應收票據

Item	項目	Derecognized amount at the end of the period 期末終止確認金額	Not derecognized amount at the end of the period 期末未終止確認金額
Commercial acceptance bill	商業承兌匯票		1,920,000.00
Bank acceptance bill	銀行承兌匯票		4,353,731.70
Total	合計		6,273,731.70

##### 4. At the end of the period, there were no bills that were transferred to accounts receivable due to the drawer's failure to fulfill their obligations.

##### 4. 期末無因出票人未履約而將其轉應收賬款的票據。

##### 5. There are no actual written-off notes receivable in this period.

##### 5. 本期無實際核銷的應收票據。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (3) Accounts receivable

##### 1. Accounts receivable are listed by aging

Aging	賬齡	Ending book balance 期末賬面餘額	Beginning book balance 期初賬面餘額
Within 1 year	1年以內	408,118,264.17	323,622,147.25
1-2 years	1-2年	77,675,581.33	58,056,494.92
2-3 years	2-3年	28,878,806.20	16,705,104.02
3-4 years	3-4年	15,398,899.60	7,288,015.89
4-5 years	4-5年	6,620,385.53	2,247,891.13
Over 5 years	5年以上	42,159,116.03	45,462,311.34
Subtotal	小計	578,851,052.86	453,381,964.55
Less: Bad debt reserves	減：壞賬準備	78,985,559.54	68,320,018.83
<b>Total</b>	<b>合計</b>	<b>499,865,493.32</b>	<b>385,061,945.72</b>

##### 2. Accounts receivable are listed by provision method for bad debt

Category	類別	Book balance 賬面餘額		Ending balance 期末餘額 Bad debt reserves 壞賬準備		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision Percent (%) 計提比例(%)	
Provision for bad debt by individual item	按單項計提壞賬準備	24,640,314.87	4.26	24,640,314.87	100.00	0.00
Provision for bad debt by portfolio	按組合計提壞賬準備	554,210,737.99	95.74	54,345,244.67	9.81	499,865,493.32
In which: aging portfolio	其中：賬齡組合	554,210,737.99	95.74	54,345,244.67	9.81	499,865,493.32
<b>Total</b>	<b>合計</b>	<b>578,851,052.86</b>	<b>100.00</b>	<b>78,985,559.54</b>	<b>13.65</b>	<b>499,865,493.32</b>

(Continued Table)

Category	類別	Book balance 賬面餘額		Beginning balance 期初餘額 Bad debt reserves 壞賬準備		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision Percent (%) 計提比例(%)	
Provision for bad debt by individual item	按單項計提壞賬準備	28,801,960.76	6.35	28,801,960.76	100.00	0.00
Provision for bad debt by portfolio	按組合計提壞賬準備	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
In which: aging portfolio	其中：賬齡組合	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
<b>Total</b>	<b>合計</b>	<b>453,381,964.55</b>	<b>100.00</b>	<b>68,320,018.83</b>	<b>15.07</b>	<b>385,061,945.72</b>

### 五、合併財務報表主要項目註釋(續)

#### (三) 應收賬款

##### 1. 應收賬款按賬齡列示

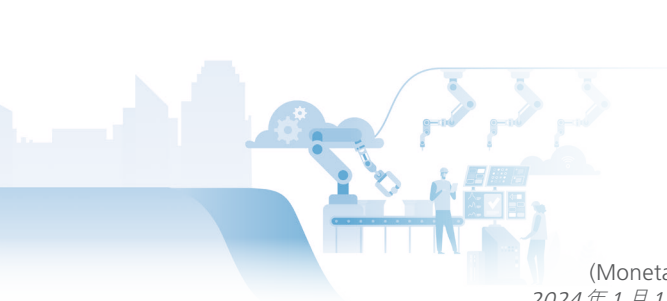
Ending book balance 期末賬面餘額	Beginning book balance 期初賬面餘額
408,118,264.17	323,622,147.25
77,675,581.33	58,056,494.92
28,878,806.20	16,705,104.02
15,398,899.60	7,288,015.89
6,620,385.53	2,247,891.13
42,159,116.03	45,462,311.34
578,851,052.86	453,381,964.55
78,985,559.54	68,320,018.83
<b>499,865,493.32</b>	<b>385,061,945.72</b>

##### 2. 應收賬款按壞賬計提方法分類列示

Category	類別	Book balance 賬面餘額		Ending balance 期末餘額 Bad debt reserves 壞賬準備		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision Percent (%) 計提比例(%)	
Provision for bad debt by individual item	按單項計提壞賬準備	24,640,314.87	4.26	24,640,314.87	100.00	0.00
Provision for bad debt by portfolio	按組合計提壞賬準備	554,210,737.99	95.74	54,345,244.67	9.81	499,865,493.32
In which: aging portfolio	其中：賬齡組合	554,210,737.99	95.74	54,345,244.67	9.81	499,865,493.32
<b>Total</b>	<b>合計</b>	<b>578,851,052.86</b>	<b>100.00</b>	<b>78,985,559.54</b>	<b>13.65</b>	<b>499,865,493.32</b>

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 期初餘額 Bad debt reserves 壞賬準備		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision Percent (%) 計提比例(%)	
Provision for bad debt by individual item	按單項計提壞賬準備	28,801,960.76	6.35	28,801,960.76	100.00	0.00
Provision for bad debt by portfolio	按組合計提壞賬準備	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
In which: aging portfolio	其中：賬齡組合	424,580,003.79	93.65	39,518,058.07	9.31	385,061,945.72
<b>Total</b>	<b>合計</b>	<b>453,381,964.55</b>	<b>100.00</b>	<b>68,320,018.83</b>	<b>15.07</b>	<b>385,061,945.72</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (3) Accounts receivable (Continued)

#### (三) 應收賬款(續)

2. Accounts receivable are listed by provision method for bad debt (Continued)

2. 應收賬款按壞賬計提方法分類列示(續)

1) Provision for bad debt by individual item for accounts receivable

1) 應收賬款按單項計提壞賬準備

Name	名稱	Ending balance			Reasons for provision
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)	
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29	100.00	The credit rating of the counterparty decreases, and the credit risk increases significantly
Chengdu Dayun Automobile Group Co., Ltd. Yuncheng Subsidiary Company	成都大運汽車集團有限公司運城分公司	4,452,641.17	4,452,641.17	100.00	
Sichuan Hengruifeng International Trading Co., Ltd.	四川恒瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00	100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90	100.00	
Linfen Jinbaifeng New Energy Technology Co., Ltd.	臨汾市金百豐新能源科技有限公司	1,813,220.00	1,813,220.00	100.00	
Lvliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	1,590,000.00	1,590,000.00	100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,301,929.77	1,301,929.77	100.00	
Zhangjiakou Xiahuayuan Jinhong Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00	100.00	
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66	100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	587,319.09	587,319.09	100.00	
Xinjiang Jinguan Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	514,566.99	514,566.99	100.00	交易對象信用評級下降，信用風險顯著增加
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00	100.00	
Zhuolu County Jinhong Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00	100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00	100.00	
Ningxia Baota Energy Chemical Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00	100.00	
Baota Shenghua Trading Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00	100.00	
Chicheng County Jinhong Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	44,000.00	44,000.00	100.00	
Total	合計	24,640,314.87	24,640,314.87	-	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (3) Accounts receivable (Continued)

##### 2. Accounts receivable are listed by provision method for bad debt (Continued)

##### 1) Provision for bad debt by individual item for accounts receivable (Continued)

(Continued Table)

Name	名稱	Book balance 賬面餘額	Beginning balance 期初餘額	Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)	Reasons for provision 計提理由
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29	5,073,644.29	100.00	The credit rating of the counterparty decreases, and the credit risk increases significantly
Dayun Automobile Co., Ltd.	大運汽車股份有限公司	4,452,641.17	4,452,641.17	4,452,641.17	100.00	
Sichuan Hengruifeng International Trading Co., Ltd.	四川恒瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00	4,238,181.00	100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90	2,395,213.90	100.00	
Linfen Jinbaifeng New Energy Technology Co., Ltd.	臨汾市金百豐新能源科技有限公司	2,113,220.00	2,113,220.00	2,113,220.00	100.00	
Baotou Huafeng Construction and Installation Engineering Co., Ltd. Jianan Branch	包頭華峰建築安裝工程有限責任公司建安分公司	1,929,000.00	1,929,000.00	1,929,000.00	100.00	
Lvliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	1,710,000.00	1,710,000.00	1,710,000.00	100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,301,929.77	1,301,929.77	1,301,929.77	100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	1,167,319.09	1,167,319.09	1,167,319.09	100.00	
Zhangjiakou Xiahuayuan Jinhong Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00	814,000.00	100.00	
Shanghai Qigao Industry and Trade Co., Ltd.	上海琦高工貿有限公司	748,726.88	748,726.88	748,726.88	100.00	The credit rating of the counterparty decreases, and the credit risk increases significantly
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66	613,598.66	100.00	
Xinjiang Jinguan Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	528,545.00	528,545.00	528,545.00	100.00	
Lanzhou Rongmei Industry and Trade Co., Ltd.	蘭州榮美工貿有限公司	469,941.00	469,941.00	469,941.00	100.00	
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00	440,000.00	100.00	
Zhuolu County Jinhong Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00	312,000.00	100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00	250,000.00	100.00	
Ningxia Baota Energy Chemical Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00	100,000.00	100.00	
Baota Shenghua Trading Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00	100,000.00	100.00	
Chicheng County Jinhong Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	44,000.00	44,000.00	44,000.00	100.00	
<b>Total</b>	<b>合計</b>	<b>28,801,960.76</b>	<b>28,801,960.76</b>	<b>28,801,960.76</b>	<b>-</b>	

### 五、合併財務報表主要項目註釋(續)

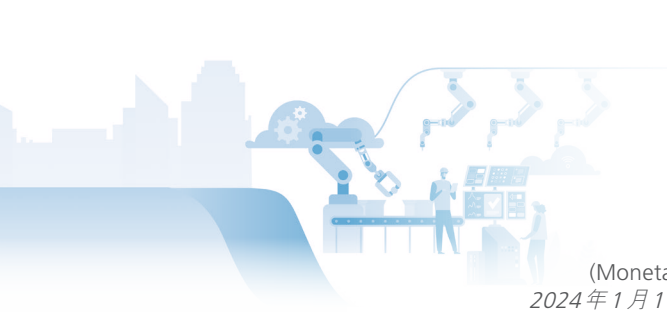
#### (三) 應收賬款(續)

##### 2. 應收賬款按壞賬計提方法分類列示(續)

##### 1) 應收賬款按單項計提壞賬準備(續)

(續表)





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (3) Accounts receivable (Continued)

#### (三) 應收賬款(續)

2. Accounts receivable are listed by provision method for bad debt (Continued)  
2) Provision for bad debt of accounts receivable by aging portfolio

2. 應收賬款按壞賬計提方法分類示(續)  
2) 按賬齡組合計提應收賬款壞賬準備

Aging	賬齡	Ending balance		
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)
Within 1 year	1年以內	408,118,264.17	7,833,083.70	1.92
1-2 years	1年至2年	77,675,581.33	10,199,085.67	13.13
2-3 years	2年至3年	28,878,806.20	7,656,774.48	26.51
3-4 years	3年至4年	14,680,379.60	6,537,481.95	44.53
4-5 years	4年至5年	6,620,385.53	3,881,497.71	58.63
Over 5 years	5年以上	18,237,321.16	18,237,321.16	100.00
Total	合計	554,210,737.99	54,345,244.67	—

(Continued Table)

(續表)

Aging	賬齡	Beginning balance		
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)
Within 1 year	1年以內	323,622,147.25	3,763,532.04	1.16
1-2 years	1年至2年	58,056,494.92	9,030,079.39	15.55
2-3 years	2年至3年	15,986,584.02	4,625,831.01	28.94
3-4 years	3年至4年	7,288,015.89	3,081,513.18	42.28
4-5 years	4年至5年	2,047,891.13	1,438,231.87	70.23
Over 5 years	5年以上	17,578,870.58	17,578,870.58	100.00
Total	合計	424,580,003.79	39,518,058.07	—

3. Provision, recovery or reversal of bad debt reserves in current period for accounts receivable

3. 應收賬款本期計提、收回或轉回的壞賬準備情況

Category	類別	Changed amount in current period					Ending balance 期末餘額
		Beginning balance 期初餘額	Provision 計提	Recovery or reversal 收回或轉回	Written-off or offsetting 轉銷或核銷	Other 其他	
Bad debt reserves for accounts receivable	應收賬款壞賬準備	68,320,018.83	16,926,846.24	5,514,796.54	748,726.88	-2,217.89	78,985,559.54

Note: Other means influence of change in exchange rate.

註：其他為匯率變動影響。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (3) Accounts receivable (Continued)

- Accounts receivable that have been actually offset in this period are 748,726.88 Yuan
- Accounts receivable and contract assets with top five ending balance classified by debtors

#### (三) 應收賬款(續)

- 本期實際核銷的應收賬款金額為748,726.88元
- 按欠款方歸集的期末餘額前五名的應收賬款和合同資產情況

Name of entities	單位名稱	Ending balance of accounts receivable	Ending balance of contract assets	Ending balance of accounts receivable and contract assets	Percent in total ending balance of accounts receivable and contract assets(%) 佔應收賬款和合同資產期末餘額合計數的比例(%)	Ending balance of bad debt reserves
Shenzhen Tenglong Holdings Co., Ltd.	深圳騰龍控股股份有限公司	101,166,871.94		101,166,871.94	16.95	5,820,820.33
Hubei Jingyuan Xihai Automobile Industry Co., LTD	湖北經遠西海汽車工業有限公司	48,498,545.00		48,498,545.00	8.12	897,223.08
Qingdao Haier Refrigeration Electric Appliance Co., Ltd.	青島海爾製冷電器有限公司	19,916,700.00	10,346,000.00	30,262,700.00	5.07	686,963.29
Sinotruk Jining commercial vehicle Co., Ltd.	中國重汽集團濟寧商用車有限公司	21,502,108.35		21,502,108.35	3.60	397,789.00
Foshan Feichi Automotive Technology Co., Ltd.	佛山市飛馳汽車科技有限公司	20,169,427.00		20,169,427.00	3.38	3,927,633.01
Total	合計	211,253,652.29	10,346,000.00	221,599,652.29	37.12	11,730,428.71

#### (4) Receivables financing

- Classification and presentation of receivables financing

#### (四) 應收款項融資

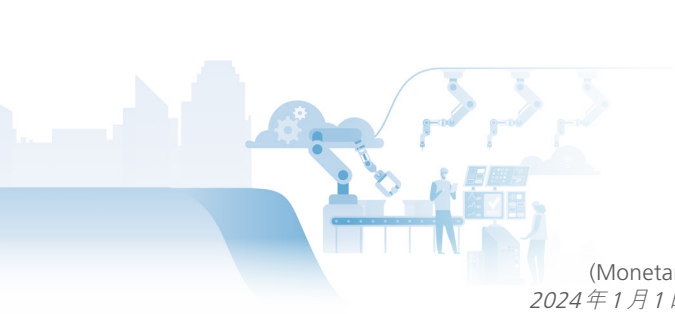
- 應收款項融資分類列示

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Notes receivable	應收票據	17,738,416.42	32,346,639.47

- Receivables financing pledged at the end of the period

- 期末已質押的應收款項融資

Item	項目	Pledged amount at the end of the period 期末已質押金額
Notes receivable	應收票據	2,800,000.00



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (4) Receivables financing (Continued)

#### (四) 應收款項融資(續)

3. Receivables financing that have been endorsed or discounted at the end of the period and have not yet matured on the balance sheet date

3. 期末已背書或貼現且資產負債表日尚未到期的應收款項融資

Category	種類	Derecognized amount at the end of the period 期末終止確認金額	Not derecognized amount at the end of the period 期末未終止確認金額
Bank acceptance bill	銀行承兌匯票	233,360,030.25	

#### (5) Advances to suppliers

#### (五) 預付款項

1. Aging of advances to suppliers

1. 預付款項賬齡

Item	項目	Ending balance 期末餘額		Beginning balance 期初餘額	
		Amount 金額	Percent(%) 比例(%)	Amount 金額	Percent(%) 比例(%)
Within 1 year	1年以內	37,644,516.39	84.06	43,379,719.97	86.04
1-2 years	1至2年	2,490,842.77	5.56	5,025,716.62	9.97
2-3 years	2至3年	2,856,879.37	6.38	850,894.67	1.69
Over 3 years	3年以上	1,792,208.64	4.00	1,160,212.02	2.30
Total	合計	44,784,447.17	100.00	50,416,543.28	100.00

2. Prepayments with top five ending balance classified by objects of advances to suppliers.

2. 按預付對象歸集的期末餘額前五名的預付款項情況

Name of entities	Ending balance	Aging	Percent in total ending balance of advances to suppliers(%) 佔預付款項期末餘額合計數的比例(%)
單位名稱	期末餘額	賬齡	
Zhongfu Shenying Carbon Fiber Co., Ltd. 中復神鷹碳纖維西寧有限公司	6,426,360.00	Within 1 year 1年以內	14.35
Chengdu Maofan Trading Co., Ltd 成都市茂凡商貿有限責任公司	4,528,263.63	Within 1 year 1年以內	10.11
Beijing Qile International Logistics Co., Ltd. 北京騏樂國際物流有限公司	3,034,698.48	Within 3 years 3年以內	6.78
Heilongjiang Jianlong Iron and Steel Co., Ltd. 黑龍江建龍鋼鐵有限公司	2,495,476.22	Within 1 year 1年以內	5.57
Shandong Quansheng Material Co., Ltd. 山東泉勝物資有限公司	2,214,610.92	Within 1 year 1年以內	4.95
Total 合計	18,699,409.25		41.75

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (6) Other receivables

### 五、合併財務報表主要項目註釋(續)

#### (六) 其他應收款

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Interest receivable	應收利息		
Dividends receivable	應收股利		
Other receivables	其他應收款	3,253,586.63	2,887,349.53
<b>Total</b>	<b>合計</b>	<b>3,253,586.63</b>	<b>2,887,349.53</b>

#### Other receivables

##### (1) Other receivables classified by nature of funds

#### 其他應收款

##### (1) 其他應收款按款項性質分類

Nature of funds	款項性質	Ending book balance 期末賬面餘額	Beginning book balance 期初賬面餘額
Deposit, security deposit, etc	押金、保證金等	2,832,576.42	2,098,901.74
Prepayments older than 5 years	5年以上預付賬款	1,537,832.50	1,613,937.92
Petty cash	備用金	445,614.78	1,036,131.87
Current money	往來款	944,729.20	696,185.83
<b>Total</b>	<b>合計</b>	<b>5,760,752.90</b>	<b>5,445,157.36</b>

##### (2) Other receivables presented by aging

##### (2) 其他應收款按賬齡列示

Aging	賬齡	Ending book balance 期末賬面餘額	Beginning book balance 期初賬面餘額
Within 1 year	1年以內	2,241,605.00	1,593,953.10
1-2 years	1至2年	465,515.00	464,200.22
2-3 years	2至3年	84,071.02	434,612.51
3-4 years	3至4年	342,000.00	530,980.08
4-5 years	4至5年	518,330.08	448,212.35
Over 5 years	5年以上	2,109,231.80	1,973,199.10
Subtotal	小計	5,760,752.90	5,445,157.36
Less: Bad debt reserves	減：壞賬準備	2,507,166.27	2,557,807.83
<b>Total</b>	<b>合計</b>	<b>3,253,586.63</b>	<b>2,887,349.53</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (6) Other receivables (Continued)

##### Other receivables (Continued)

(3) Other receivables classified and presented according to provision methods for bad debt

#### (六) 其他應收款(續)

##### 其他應收款(續)

(3) 其他應收款按壞賬準備計提方法分類列示

Category	類別	Ending balance 期末餘額				
		Book balance 賬面餘額		Bad debt reserves 壞賬準備		Book value 賬面價值
		Amount 金額	Percent(%) 比例(%)	Amount 金額	Provision percent(%) 計提比例(%)	
Provision for bad debt by portfolio	按組合計提壞賬準備	5,760,752.90	100.00	2,507,166.27	43.52	3,253,586.63
In which: aging portfolio	其中：賬齡組合	5,760,752.90	100.00	2,507,166.27	43.52	3,253,586.63
Total	合計	5,760,752.90	100.00	2,507,166.27	43.52	3,253,586.63

(Continued Table)

(續表)

Category	類別	Book balance		Beginning balance		Book value
		賬面餘額		期初餘額		
		Amount	Percent(%)	Amount	Provision percent(%)	
		金額	比例(%)	金額	計提比例(%)	賬面價值
Provision for bad debt by portfolio	按組合計提壞賬準備	5,445,157.36	100.00	2,557,807.83	46.97	2,887,349.53
In which: aging portfolio	其中：賬齡組合	5,445,157.36	100.00	2,557,807.83	46.97	2,887,349.53
Total	合計	5,445,157.36	100.00	2,557,807.83	46.97	2,887,349.53

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (6) Other receivables (Continued)

##### Other receivables (Continued)

##### (3) Other receivables classified and presented according to provision methods for bad debt (Continued)

- 1) Provision for bad debt reserves of other receivables by aging portfolio

### 五、合併財務報表主要項目註釋(續)

#### (六) 其他應收款(續)

##### 其他應收款(續)

##### (3) 其他應收款按壞賬準備計提方法分類列示(續)

- 1) 按賬齡組合計提其他應收賬款壞賬準備

Aging	賬齡	Other receivables 其他應收款	Ending balance 期末餘額 Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)
Within 1 year	1年以內	2,241,605.00	38,778.98	1.73
1-2 years	1至2年	465,515.00	46,157.58	9.92
2-3 years	2至3年	84,071.02	21,129.30	25.13
3-4 years	3至4年	342,000.00	68,280.74	19.97
4-5 years	4至5年	518,330.08	223,587.87	43.14
Over 5 years	5年以上	2,109,231.80	2,109,231.80	100.00
<b>Total</b>	<b>合計</b>	<b>5,760,752.90</b>	<b>2,507,166.27</b>	<b>—</b>

(Continued Table)

(續表)

Aging	賬齡	Other receivables 其他應收款	Beginning balance 期初餘額 Bad debt reserves 壞賬準備	Provision percent(%) 計提比例(%)
Within 1 year	1年以內	1,593,953.10	17,359.85	1.09
1-2 years	1至2年	464,200.22	40,888.10	8.81
2-3 years	2至3年	434,612.51	46,237.64	10.64
3-4 years	3至4年	530,980.08	111,446.42	20.99
4-5 years	4至5年	448,212.35	368,676.72	82.25
Over 5 years	5年以上	1,973,199.10	1,973,199.10	100.00
<b>Total</b>	<b>合計</b>	<b>5,445,157.36</b>	<b>2,557,807.83</b>	<b>—</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (6) Other receivables (Continued)

##### Other receivables (Continued)

##### (3) Other receivables classified and presented according to provision methods for bad debt (Continued)

2) Provision for bad debt reserves by the expected credit loss model for other receivables

#### (六) 其他應收款(續)

##### 其他應收款(續)

##### (3) 其他應收款按壞賬準備計提方法分類列示(續)

2) 其他應收款按照預期信用損失一般模型計提壞賬準備

		Stage one 第一階段	Stage two 第二階段	Stage three 第三階段	Total 合計
		Expected credit loss for the next 12 months 未來12個月預期信用損失	Expected credit loss for the entire existing period (no credit impairment has occurred) 整個存續期預期信用損失(未發生信用減值)	Expected credit loss for the entire existing period (credit impairment has occurred) 整個存續期預期信用損失(已發生信用減值)	
Bad debt reserves	壞賬準備				
Balance on January 1, 2024	2024年1月1日餘額	0.00	2,557,807.83	0.00	2,557,807.83
On January 1, 2024, book balance of other receivables in the current period	2024年1月1日其他應收款賬面餘額在本期	-	-	-	-
- Transferring into stage two	- 轉入第二階段	0.00	0.00	0.00	0.00
- Transferring into stage three	- 轉入第三階段	0.00	0.00	0.00	0.00
- Reversal to stage two	- 轉回第二階段	0.00	0.00	0.00	0.00
- Reversal to stage one	- 轉回第一階段	0.00	0.00	0.00	0.00
Provision in current period	本期計提	0.00	127,627.50	0.00	127,627.50
Reversal in current period	本期轉回	0.00	178,269.06	0.00	178,269.06
Written-off in current period	本期轉銷	0.00	0.00	0.00	0.00
Offsetting in current period	本期核銷	0.00	0.00	0.00	0.00
Other changes	其他變動	0.00	0.00	0.00	0.00
Balance on December 31, 2024	2024年12月31日餘額	0.00	2,507,166.27	0.00	2,507,166.27

#### (4) Provision, recovery or reversal of bad debt reserves for other receivables in current period

#### (4) 其他應收款本期計提、收回或轉回的壞賬準備情況

Category	類別	Beginning balance 期初餘額	Provision 計提	Change amount in current period 本期變動金額		Other 其他	Ending balance 期末餘額
				Recovery or reversal 收回或轉回	Written-off or offsetting 轉銷或核銷		
Bad debt reserves for other receivables	其他應收款壞賬準備	2,557,807.83	127,627.50	178,269.06	0.00	0.00	2,507,166.27

#### (5) There are no other receivable that have been actually offset in current period.

#### (5) 本期無實際核銷的其他應收款。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (6) Other receivables (Continued)

##### Other receivables (Continued)

##### (6) Other receivables with top five ending balance reclassified by debtors

### 五、合併財務報表主要項目註釋(續)

#### (六) 其他應收款(續)

##### 其他應收款(續)

##### (6) 按欠款方歸集的期末餘額前五名的其他應收款情況

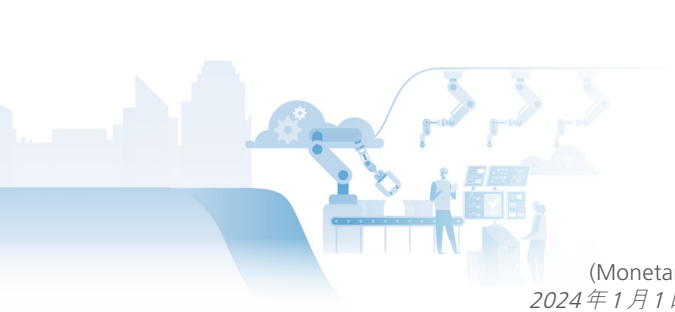
Name of entities	Nature of funds	Ending balance	Aging	Percent in total ending book balance of other receivables(%) 佔其他應收款 期末餘額合計數 的比例(%)	Ending balance of bad debt reserves
單位名稱	款項性質	期末餘額	賬齡		壞賬準備 期末餘額
Hubei Jingyuan Xihai Automobile Industry Co., LTD 湖北經遠西海汽車工業有限公司	Current money 往來款	883,734.92	Within 1 year 1年以內	15.34	17,763.07
Qingdao Hisense Hitachi Air Conditioning System Co., Ltd 青島海信日立空調系統有限公司	Security deposit 保證金	535,000.00	Within 4 years 4年以內	9.29	66,079.50
Baogang Ganglian Sales Co., Ltd. 包鋼鋼聯銷售有限公司	Prepayments older than 5 years	400,648.84	More than 5 years 5年以上	6.95	400,648.84
Taiyuan Heavy Industry Co., Ltd. 太原重工股份有限公司	Prepayments older than 5 years	350,000.00	More than 5 years 5年以上	6.08	350,000.00
Qingdao Hisense Heating and Ventilation equipment Co., Ltd. 青島海信暖通設備有限公司	Prepayments older than 5 years	220,000.00	4-5 years 4-5年	3.82	86,660.00
	保證金		More than 5 years 5年以上		
<b>Total 合計</b>		<b>-</b>	<b>2,389,383.76</b>	<b>41.48</b>	<b>921,151.41</b>

(7) There are no other receivables reported in current period due to centralized management for funds.

(8) There are no outstanding employee loans at the end of current period.

(7) 本期無因資金集中管理而列報於其他應收款。

(8) 本期末無應收員工借款。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (7) Inventory

#### (七) 存貨

##### 1. Classification of inventory

##### 1. 存貨分類

Item	項目	Ending balance 期末餘額		
		Book balance 賬面餘額	Inventory depreciation reserve 存貨跌價準備	Book value 賬面價值
Raw material	原材料	83,939,179.67	4,284,952.13	79,654,227.54
Goods in process	在產品	99,798,108.17	11,498,021.39	88,300,086.78
Goods in stock	庫存商品	137,577,193.77	8,947,779.58	128,629,414.19
Shipped goods	發出商品	5,639,511.87	329,299.29	5,310,212.58
Processed material by commission	委託加工物資	1,738,732.07	7,688.74	1,731,043.33
Material in transit	在途物資	18,268,082.00		18,268,082.00
Costs of performing contracts	合同履約成本	905,660.38		905,660.38
Total	合計	347,866,467.93	25,067,741.13	322,798,726.80

(Continued Table)

(續表)

Item	項目	Beginning balance 期初餘額		
		Book balance 賬面餘額	Inventory depreciation reserve 存貨跌價準備	Book value 賬面價值
Raw material	原材料	85,469,611.23	4,603,935.80	80,865,675.43
Goods in process	在產品	109,460,740.80	28,081,452.43	81,379,288.37
Goods in stock	庫存商品	128,047,457.86	7,186,647.26	120,860,810.60
Shipped goods	發出商品	7,594,093.82	314,627.72	7,279,466.10
Processed material by commission	委託加工物資			
Material in transit	在途物資			
Costs of performing contracts	合同履約成本			
Total	合計	330,571,903.71	40,186,663.21	290,385,240.50

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (7) Inventory (Continued)

##### 2. Inventory depreciation reserve

#### (七) 存貨(續)

##### 2. 存貨跌價準備

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加		Decrease in current period 本期減少		Ending balance 期末餘額
			Provision 計提	Other 其他	Reversal or Written-off 轉回或轉銷	Other 其他	
Raw material	原材料	4,603,935.80	3,183,187.64		3,502,171.31		4,284,952.13
Goods in process	在產品	28,081,452.43	5,142,177.02		21,725,608.06		11,498,021.39
Goods in stock	庫存商品	7,186,647.26	9,566,507.74	21,921.16	7,827,296.58		8,947,779.58
Shipped goods	發出商品	314,627.72	329,290.94		314,619.37		329,299.29
Processed material by commission	委託加工物資		7,688.74				7,688.74
<b>Total</b>	<b>合計</b>	<b>40,186,663.21</b>	<b>18,228,852.08</b>	<b>21,921.16</b>	<b>33,369,695.32</b>		<b>25,067,741.13</b>

Note: the number in "Increase in current period – Other" is caused by changes of exchange rate.

註：本期增加其他系匯率變動影響。

3. The ending balance of inventory does not include capitalized borrowing costs.

3. 本期存貨期末餘額無含有借款費用資本化金額。

4. The provision method for inventory depreciation reserves is detailed in relevant content of III.(12) "Inventory".

4. 存貨跌價準備的計提方法詳見本附註「三、(十二)存貨」相關內容。

#### (8) Contract assets

##### 1. Situation about contract assets

#### (八) 合同資產

##### 1. 合同資產情況

Item	項目	Ending balance 期末餘額			Beginning balance 期初餘額		
		Book balance 賬面餘額	Impairment provision 減值準備	Book value 賬面價值	Book balance 賬面餘額	impairment provision 減值準備	Book value 賬面價值
Unexpired quality guarantee deposit	未到期的質保金	18,138,890.00	411,752.80	17,727,137.20			
<b>Total</b>	<b>合計</b>	<b>18,138,890.00</b>	<b>411,752.80</b>	<b>17,727,137.20</b>			

##### 2. Provision for impairment loss for contract assets

##### 2. 合同資產減值準備

Item	項目	Beginning balance 期初餘額	Provision in current period 本期計提	Reversal in current period 本期轉回	Written-off or offsetting in current period 本期轉銷/核銷	Other change 其他變動	Ending balance 期末餘額	Reasons 原因
Unexpired quality guarantee deposit	未到期的質保金		411,752.80				411,752.80	
<b>Total</b>	<b>合計</b>		411,752.80				411,752.80	-

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (9) Other current assets

#### (九) 其他流動資產

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Overpaid VAT	留抵增值稅	66,646,465.44	9,631,121.18
Prepaid corporate income tax	預繳企業所得稅	212,573.35	56,204.63
<b>Total</b>	<b>合計</b>	<b>66,859,038.79</b>	<b>9,687,325.81</b>

#### (10) Long-term equity investments

#### (十) 長期股權投資

##### 1. Classification of long-term equity investments

##### 1. 長期股權投資的分類

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Investment in associates	對聯營企業投資	104,890,267.71	8,448,505.78		113,338,773.49
Less: Impairment reserves of long-term equity investments	減：長期股權投資減值準備				
<b>Total</b>	<b>合計</b>	<b>104,890,267.71</b>	<b>8,448,505.78</b>		<b>113,338,773.49</b>

##### 2. Details of long-term equity investments

##### 2. 長期股權投資的明細

		Increase and decrease in current period 本期增減變動											
Invested entities	被投資單位	Beginning balance (Book value)	Beginning balance of impairment provision	Added investments	Reduced investments	Investment losses and profits recognized by an equity method	Adjustment for other comprehensive income	Change in other equity	Cash dividend or profit announced to be issued	Provision for impairment	Other	Ending balance (Book value)	Ending balance of impairment provision
		期初餘額 (賬面價值)	減值準備 期初餘額	追加投資	減少投資	權益法下確認 的投資損益	其他綜合 收益調整	其他權益變動	宣告發放現金 股利或利潤	計提減值準備	其他	期末餘額 (賬面價值)	期末餘額
Associates													
Jiangsu Tianhai Special Equipment Co., Ltd.	聯譽企業 江蘇天海特種裝備有限公司	61,453,031.61				9,072,513.89						70,525,545.50	
Beijing Bolken Energy Saving Technology Co., Ltd.	北京伯肯節能科技股份有限公司	24,235,584.15				-341,501.52	-7,990.73					23,886,091.90	
Hubei Jingyuan Xinhai Automobile Industry Co., Ltd.	湖北經遠西海汽車工業有限公司	19,201,651.95				-2,703,371.91						16,498,280.04	
Shanxi Haiduang Shengshi Hydrogen Energy Technology Co., Ltd.	陝西海創盛世氢能科技有限公司			2,450,000.00		-21,143.95						2,428,856.05	
Total	合計	104,890,267.71		2,450,000.00	0.00	6,006,496.51	-7,990.73					113,338,773.49	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (11) Fixed assets

### 五、合併財務報表主要項目註釋(續)

#### (十一) 固定資產

Item	項目	Ending book value 期末賬面價值				Beginning book value 期初賬面價值	
Fixed assets	固定資產	603,553,490.50				636,006,382.70	
Disposal of fixed assets	固定資產清理	57,608.53				0.00	
Total	合計	603,611,099.03				636,006,382.70	
1. Fixed assets (1) Situation about fixed assets		1. 固定資產 (1) 固定資產情況					
Item	項目	Houses and buildings 房屋建築物	Machine equipment 機器設備	Transportation equipment 運輸設備	Office equipment 辦公設備	Electrical and gas equipment 電氣設備	Total 合計
I. Cost		一、賬面原值					
1. Beginning balance	1. 期初餘額	489,695,323.70	771,377,538.23	18,284,925.34	11,716,228.25	15,180,671.21	1,306,254,686.73
2. Increased amount in current period	2. 本期增加金額	10,929,028.13	15,871,090.11	170,884.96	569,025.12	-	27,540,028.32
(1) Purchase	(1) 購置		164,035.39	170,884.96	446,920.73		781,841.08
(2) Transfer from construction work in process	(2) 在建工程轉入	10,929,028.13	15,707,054.72		122,104.39		26,758,187.24
(3) Influence of foreign currency translation	(3) 外幣折算影響	-					
3. Decreased amount in current period	3. 本期減少金額	926,100.46	6,295,675.14	2,692,614.41	1,974,544.47	154,085.50	12,043,019.98
(1) Disposal or scrapping	(1) 處置或報廢	926,100.46	6,295,675.14	2,692,614.41	1,974,544.47	154,085.50	12,043,019.98
(2) Other	(2) 其他						
4. Ending balance	4. 期末餘額	499,698,251.37	780,952,953.20	15,763,195.89	10,310,708.90	15,026,585.71	1,321,751,695.07
II. Accumulated depreciation		二、累計折舊					
1. Beginning balance	1. 期初餘額	134,157,353.37	491,203,590.92	13,159,269.38	8,269,944.96	4,132,103.73	650,922,262.36
2. Increased amount in current period	2. 本期增加金額	11,494,107.40	39,811,218.91	984,455.73	1,337,741.66	566,132.10	54,193,655.80
(1) Provision	(1) 計提	11,494,107.40	39,811,218.91	984,455.73	1,337,741.66	566,132.10	54,193,655.80
(2) Influence of foreign currency translation	(2) 外幣折算影響						
3. Decreased amount in current period	3. 本期減少金額	88,511.07	5,564,888.40	2,389,145.50	1,661,328.37	48,676.94	9,752,550.28
(1) Disposal or scrapping	(1) 處置或報廢	88,511.07	5,564,888.40	2,389,145.50	1,661,328.37	48,676.94	9,752,550.28
(2) Other	(2) 其他		-	-	-	-	-
4. Ending balance	4. 期末餘額	145,562,949.70	525,449,921.43	11,754,579.61	7,946,358.25	4,649,558.89	695,363,367.88
III. Impairment reserves		三、減值準備					
1. Beginning balance	1. 期初餘額		18,840,472.83	158,365.48	207,055.70	120,147.66	19,326,041.67
2. Increased amount in current period	2. 本期增加金額		3,965,673.92				3,965,673.92
Provision in current period	本期計提		3,965,673.92				3,965,673.92
3. Decreased amount in current period	3. 本期減少金額		239,122.76	129,732.11	49,131.23	38,892.80	456,878.90
Disposal or scrapping	處置或報廢		239,122.76	129,732.11	49,131.23	38,892.80	456,878.90
4. Ending balance	4. 期末餘額		22,567,023.99	28,633.37	157,924.47	81,254.86	22,834,836.69
IV. Book value		四、賬面價值					
1. Ending book value	1. 期末賬面價值	354,135,301.67	232,936,007.78	3,979,982.91	2,206,426.18	10,295,771.96	603,553,490.50
2. Beginning book value	2. 期初賬面價值	355,537,970.33	261,333,474.48	4,967,290.48	3,239,227.59	10,928,419.82	636,006,382.70



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (11) Fixed assets (Continued)

#### (十一) 固定資產(續)

##### 1. Fixed assets (Continued)

##### 1. 固定資產(續)

##### (2) Temporarily idle fixed assets

##### (2) 暫時閒置的固定資產

Item	項目	Cost 賬面原值	Accumulated depreciation 累計折舊	Impairment reserves 減值準備	Book value 賬面價值	Notes 備註
Machine equipment	機器設備	63,789,271.88	47,982,510.22	7,811,505.39	7,995,256.27	-
Office equipment and electrical equipment	辦公及電子設備	821,744.62	739,569.84		82,174.78	-
<b>Total</b>	<b>合計</b>	<b>64,611,016.50</b>	<b>48,722,080.06</b>	<b>7,811,505.39</b>	<b>8,077,431.05</b>	

(3) At the end of current period, the Group has no fixed assets leased out through operating leases.

(3) 本集團期末無通過經營租賃租出的固定資產。

(4) The Group has no fixed assets whose property ownership certificates are not completed.

(4) 本集團無未辦妥產權證書的固定資產。

##### (5) Impairment tests of fixed assets

Because there are signs of impairment of machinery equipment in Kuancheng Tianhai Pressure Container Co., LTD., which is one of subsidiaries of the Company, the Company hires Beijing Pan-China Assets Appraisal Co., Ltd. this year to evaluate the recoverable amount of the machinery equipment on December 31, 2024. When estimating recoverable amount, fair value minus disposal cost shall be used, fair value = the full price for purchasing again \* depreciation rate.

##### (5) 固定資產的減值測試情況

由於本公司之下屬公司寬城天海壓力容器有限公司機器設備存在減值跡象，本年本公司聘請北京天健興業資產評估有限公司對上述公司機器設備於2024年12月31日的可回收金額進行了評估。在預計可回收金額時，採用公允價值減去處置費用的淨額計算，公允價值=重置全價×成新率。

##### 2. Disposal of fixed assets

##### 2. 固定資產清理

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Machine equipment	機器設備	57,608.53	
<b>Total</b>	<b>合計</b>	<b>57,608.53</b>	

#### (12) Construction work in process

#### (十二) 在建工程

Item	項目	Ending balance 期末金額	Beginning balance 期初金額
Construction work in process	在建工程	280,234,944.36	74,093,650.27
Engineering materials	工程物資		
<b>Total</b>	<b>合計</b>	<b>280,234,944.36</b>	<b>74,093,650.27</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (12) Construction work in process (Continued)

##### 1. Situation about construction work in process

Item	項目	Ending balance 期末餘額		
		Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值
Construction work in process 5	在建工程5	262,786,801.77		262,786,801.77
Construction work in process 1	在建工程1	7,631,466.65		7,631,466.65
Construction work in process 6	在建工程6	0.00		0.00
Construction work in process 7	在建工程7	9,816,675.94		9,816,675.94
<b>Total</b>	<b>合計</b>	<b>280,234,944.36</b>	<b>-</b>	<b>280,234,944.36</b>

(Continued Table)

Item	項目	Beginning balance 期初餘額		
		Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值
Construction work in process 5	在建工程5	52,312,711.57	0.00	52,312,711.57
Construction work in process 1	在建工程1	12,898,154.87	0.00	12,898,154.87
Construction work in process 6	在建工程6	8,882,783.83	0.00	8,882,783.83
Construction work in process 7	在建工程7			
<b>Total</b>	<b>合計</b>	<b>74,093,650.27</b>	<b>0.00</b>	<b>74,093,650.27</b>

##### 2. Movement of significant construction work in process in current period

Name of engineering	工程名稱	Decrease in current period 本期減少				Ending balance 期末餘額
		Beginning balance 期初餘額	Increase in current period 本期增加	Transferred to fixed assets 轉入固定資產	Other decrease 其他減少	
Construction work in process 5	在建工程5	52,312,711.57	210,474,090.20			262,786,801.77
Construction work in process 7	在建工程7		9,816,675.94			9,816,675.94
<b>Total</b>	<b>合計</b>	<b>52,312,711.57</b>	<b>220,290,766.14</b>			<b>272,603,477.71</b>

### 五、合併財務報表主要項目註釋(續)

#### (十二) 在建工程(續)

##### 1. 在建工程情況

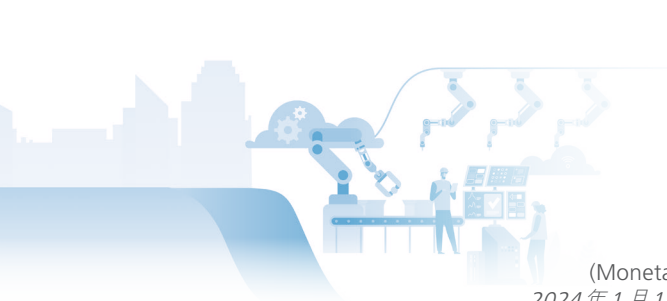
Item	項目	Ending balance 期末餘額		
		Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值
Construction work in process 5	在建工程5	262,786,801.77		262,786,801.77
Construction work in process 1	在建工程1	7,631,466.65		7,631,466.65
Construction work in process 6	在建工程6	0.00		0.00
Construction work in process 7	在建工程7	9,816,675.94		9,816,675.94
<b>Total</b>	<b>合計</b>	<b>280,234,944.36</b>	<b>-</b>	<b>280,234,944.36</b>

(續表)

Item	項目	Beginning balance 期初餘額		
		Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值
Construction work in process 5	在建工程5	52,312,711.57	0.00	52,312,711.57
Construction work in process 1	在建工程1	12,898,154.87	0.00	12,898,154.87
Construction work in process 6	在建工程6	8,882,783.83	0.00	8,882,783.83
Construction work in process 7	在建工程7			
<b>Total</b>	<b>合計</b>	<b>74,093,650.27</b>	<b>0.00</b>	<b>74,093,650.27</b>

##### 2. 重要在建工程項目本期變動情況

Name of engineering	工程名稱	Decrease in current period 本期減少				Ending balance 期末餘額
		Beginning balance 期初餘額	Increase in current period 本期增加	Transferred to fixed assets 轉入固定資產	Other decrease 其他減少	
Construction work in process 5	在建工程5	52,312,711.57	210,474,090.20			262,786,801.77
Construction work in process 7	在建工程7		9,816,675.94			9,816,675.94
<b>Total</b>	<b>合計</b>	<b>52,312,711.57</b>	<b>220,290,766.14</b>			<b>272,603,477.71</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (12) Construction work in process (Continued)

#### (十二) 在建工程(續)

##### 2. Movement of significant construction work in process in current period (Continued) (Continued Table)

##### 2. 重要在建工程項目本期變動情況(續) (續表)

Name of engineering	Budget (Unit: 10000 yuan)	Percentage of accumulated input over budget(%) 工程累計投入佔預算比例(%)	Progress of engineering (%) 工程進度(%)	Accumulated amount of capitalized interest	In which: capitalized interest in current period 其中:本期利息資本化金額	Interest capitalization rate in current period (%) 本期利息資本化率(%)	Source of funds
工程名稱	預算數(萬元)			利息資本化累計金額	利息資本化金額	本期利息資本化率(%)	資金來源
Construction work in process <sup>5</sup>	40,920.00	90.28	95.00	3,536,677.57	3,159,316.46	3.25	Self-raised funds/funds appropriated by government
在建工程 <sup>5</sup>							自籌/國撥資金
Construction work in process <sup>7</sup>	15,000.00	7.00	7.00	0.00	0.00	-	Self-raised funds/funds invested by shareholders
在建工程 <sup>7</sup>							自籌/股東增資
Total 合計	55,920.00	-	-	3,536,677.57	3,159,316.46	-	-

#### (13) Right-of-Use Assets

#### (十三) 使用權資產

Item	項目	Houses and buildings 房屋建築物
I. Cost	一、賬面原值	
1. Beginning balance	1. 期初餘額	257,233,157.62
2. Increased amount in current period New lease	2. 本期增加金額 租入	
3. Decreased amount in current period	3. 本期減少金額	
4. Ending balance	4. 期末餘額	257,233,157.62
II. Accumulated depreciation	二、累計折舊	
1. Beginning balance	1. 期初餘額	53,940,278.96
2. Increased amount in current period Provision	2. 本期增加金額 計提	18,559,983.41
3. Decreased amount in current period	3. 本期減少金額	-
4. Ending balance	4. 期末餘額	72,500,262.37
III. Impairment reserves	三、減值準備	
1. Beginning balance	1. 期初餘額	-
2. Increased amount in current period Provision	2. 本期增加金額 計提	-
3. Decreased amount in current period	3. 本期減少金額	-
4. Ending balance	4. 期末餘額	-
IV. Book value	四、賬面價值	
1. Ending book value	1. 期末賬面價值	184,732,895.25
2. Beginning book value	2. 期初賬面價值	203,292,878.66

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (14) Intangible assets

##### 1. Details of intangible assets

Item	項目	Land use rights 土地使用權	Patent rights 專利權	Software 軟件	Trademark rights 商標權	Total 合計
I. Cost	一、賬面原值					
1. Beginning balance	1. 期初餘額	173,223,352.06	11,707,050.00	23,345,327.98	34,048,322.24	242,324,052.28
2. Increased amount in current period	2. 本期增加金額			1,532,368.83		1,532,368.83
(1) Purchase	(1) 購置			1,532,368.83		1,532,368.83
(2) Other	(2) 其他					
3. Decreased amount in current period	3. 本期減少金額					
Disposal or scrapping	處置或報廢					
4. Ending balance	4. 期末餘額	173,223,352.06	11,707,050.00	24,877,696.81	34,048,322.24	243,856,421.11
II. Accumulated amortization	二、累計攤銷					
1. Beginning balance	1. 期初餘額	34,350,900.40	11,707,050.00	8,874,176.36	5,111,444.74	60,043,571.50
2. Increased amount in current period	2. 本期增加金額	3,596,594.76	0.00	3,484,674.93	3,407,629.83	10,488,899.52
(1) Provision	(1) 計提	3,596,594.76	0.00	3,484,674.93	3,407,629.83	10,488,899.52
(2) Other	(2) 其他					
3. Decreased amount in current period	3. 本期減少金額					
Disposal or scrapping	處置或報廢					
4. Ending balance	4. 期末餘額	37,947,495.16	11,707,050.00	12,358,851.29	8,519,074.57	70,532,471.02
III. Impairment reserves	三、減值準備					
1. Beginning balance	1. 期初餘額					
2. Increased amount in current period	2. 本期增加金額					
3. Decreased amount in current period	3. 本期減少金額					
4. Ending balance	4. 期末餘額					
IV. Book value	四、賬面價值					
1. Ending book value	1. 期末賬面價值	135,275,856.90	0.00	12,518,845.52	25,529,247.67	173,323,950.09
2. Beginning book value	2. 期初賬面價值	138,872,451.66	0.00	14,471,151.62	28,936,877.50	182,280,480.78

There are no intangible assets formed through internal research and development in the Company at the end of current period.

本期末無通過公司內部研發形成的無形資產。

2. There are no land use rights whose property ownership certificates are incomplete at the end of current period.

2. 期末無未辦妥產權證書的土地使用權。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (15) Goodwill

#### (十五) 商譽

##### 1. Cost of goodwill

##### 1. 商譽原值

Name of invested entities	被投資單位名稱	Beginning balance 期初餘額	Increase in current period 本期增加		Decrease in current period 本期減少		Ending balance 期末餘額
			Formed from business combination 企業合併形成的	Other 其他	Disposal 處置	Other 其他	
Tianhai America Company	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	168,996,039.10	0.00	0.00	0.00	0.00	168,996,039.10
<b>Total</b>	<b>合計</b>	<b>175,558,383.16</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>175,558,383.16</b>

##### 2. Impairment reserves for goodwill

##### 2. 商譽減值準備

Name of invested entities	被投資單位名稱	Beginning balance 期初餘額	Increase in current period 本期增加		Decrease in current period 本期減少		Ending balance 期末餘額
			Provision 計提	Other 其他	Disposal 處置	Other 其他	
Tianhai America Company	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>6,562,344.06</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>6,562,344.06</b>

In this year, the Company employs China Alliance Appraisal Co., Ltd to appraise the recoverable amount of Qingdao BYTQ United Digital Intelligence Co., Ltd. asset groups, which incorporate goodwill, on December 31, 2024. And the company issues a "ZTHPZ 2025 No.050042" asset appraisal report on March 24, 2025. When appraising the recoverable amount, it is calculated by the present value of expected future cash flows of asset groups involving goodwill.

本年本公司聘請北京中同華資產評估有限公司對包含商譽的青島北洋天青數聯智能有限公司資產組於2024年12月31日的可回收金額進行了評估，並於2025年3月24日出具了「中同華評報字2025第050042號」資產評估報告。在預計可回收金額時，採用了與商譽有關資產組的預計未來現金流量的現值計算。

When conducting value tests, long-term assets shall be regarded as an asset group, according to past performance of asset groups as well as anticipation of future operation, future pre-tax cash flows of asset groups shall be appraised, and it shall be discounted according to pre-tax weighted average capital costs, and fair value of asset groups will be figured out.

價值測試時將長期資產做為一個資產組，根據資產組的過往表現及未來經營的預期，對資產組未來稅前現金流量做出估計，並按照稅前加權平均資本成本進行折現，計算資產組的公允價值。

After appraisal, there are no signs of impairment of goodwill in asset groups of the Qingdao BYTQ United Digital Intelligence Co., Ltd.

經評估，青島北洋天青數聯智能有限公司的資產組未發現商譽存在減值跡象。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (15) Goodwill (Continued)

##### 3. Relevant information about asset groups or asset portfolio consisting of goodwill

Name	Composition and basis for asset groups or asset portfolio	Operating branch and basis	If consistent with previous period 是否與以前期間保持一致
名稱	所屬資產組或組合的構成及依據	所屬經營分部及依據	
Qingdao BYTQ United Digital Intelligence Co., Ltd.	Asset groups consisting of goodwill can independently generate cash flow	Branches of manufacturing equipment system integration	Yes
青島北洋天青數聯智能有限公司	商譽所在的資產組可以產生獨立的現金流	動化製造設備系統集成分部	是

##### 4. Concrete determination method for recoverable amounts

The recoverable amount is determined based on present value of expected cash flow in future

### 五、合併財務報表主要項目註釋(續)

#### (十五) 商譽(續)

##### 3. 商譽所在資產組或資產組組合的相關信息

##### 4. 可收回金額的具體確定方法

可收回金額按預計未來現金流量的現值確定

Unit: 10000 yuan  
單位：萬元

Item	Book value	Recoverable amount	Impairment amount	Year of prediction periods	Key parameters of prediction periods	Determination basis for key parameters of prediction periods	Key parameters of stable periods	Determination basis for key parameters of stable periods
項目	賬面價值	可收回金額	減值金額	預測期的年限	預測期的關鍵參數	預測期的關鍵參數的確定依據	穩定期的關鍵參數	穩定期的關鍵參數的確定依據
Qingdao BYTQ United Digital Intelligence Co., Ltd.	25,340.84	32,900.00	0.00	5	Revenue growth rate in prediction periods is 0.00% in the first year, 3.00% in the second year, 2.00% in the third year, 2.00% in the fourth year, 0.00% in the fifth year. Gross profit margin is 32.00%; Discount rate is 12.10%.	Revenue growth rate: confirmed based on the previous annual growth rate of China's industrial robots and industrial automation, and the expected future market growth rate of China's industrial robots and industrial automation in various industries;  Gross profit margin: according to gross profit margin of various project types (i.e. final assembly line, suspension chain, robot application and stamping connection, etc.) in previous periods of the Company (2023-2024), combined with the future development direction and order type of the company, comprehensive gross profit in future periods shall be confirmed after comprehensive analysis.  Discount rate: the pre-tax interest rate that reflects current time value of money in the market and the specific risks of relevant asset groups.	Revenue growth rate 0%; Gross profit margin 32.00%; Discount rate 12.10%.	The perpetual no-growth model
青島北洋天青數聯智能有限公司	25,340.84	32,900.00	0.00	5	預測期收入增長率第一年0.00%、第二年3.00%、第三、四年2.00%、第五年0.00%； 毛利率32.00%； 折現率12.10%。	收入增長率：根據歷史期中國工業機器人及工業自動化增長率、各行業預計的中國工業機器人及工業自動化未來市場增長率等分析確定；  毛利率：根據企業歷史期(2023-2024)各項目類型(即總裝線、懸掛鏈、機器人應用及沖壓連線等)的分項毛利率，結合企業未來發展方向、訂單類型，綜合分析確認未來期間的綜合毛利率； 折現率：反映當前市場貨幣時間價值和相關資產組特定風險的稅前利率。	收入增長率0%； 毛利率32.00%； 折現率12.10%。	永續無增長模型



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (15) Goodwill (Continued)

#### (十五) 商譽(續)

##### 5. Promised performance and its impact on goodwill impairment test

##### 5. 業績承諾情況及對商譽減值測試的影響

Unit: 10,000 yuan

單位：萬元

Item	項目	Completion of promised performance 業績承諾完成情況			Goodwill impairment 商譽減值情況	
		Promised performance 承諾業績	Actual performance 實際業績	Completion rate(%) 完成率%	Current period 本期	Previous period 上期
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	4,600.00	5,006.63	108.84%	0.00	0.00

#### (16) Long-term deferred expenses

#### (十六) 長期待攤費用

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Amortization in current period 本期攤銷	Other decrease in current period 本期其他減少	Ending balance 期末餘額
Amortization of turnover cylinders	周轉瓶攤銷	1,543,406.68		598,494.19	241,501.70	703,410.79
House decoration	房屋裝修	12,042,931.50		1,422,583.03	68,158.76	10,552,189.71
Renovation of workshops and buildings	生產車間廠房改造		292,699.12	9,756.64		282,942.48
<b>Total</b>	<b>合計</b>	<b>13,586,338.18</b>	<b>292,699.12</b>	<b>2,030,833.86</b>	<b>309,660.46</b>	<b>11,538,542.98</b>

Note: Other decreases in current period are due to the sale of turnover cylinders and refund of decoration expenses.

註：本期其他減少為周轉瓶出售的減少及裝修費用的退回。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated

#### Financial Statements (Continued)

#### (17) Deferred income tax assets and deferred income tax liabilities

##### 1. Deferred income tax assets which are not offset

Item	項目	Ending balance 期末餘額		Beginning balance 期初餘額	
		Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產	Deductible temporary differences 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產
Operating lease	經營租賃	234,016,247.42	58,504,061.85	249,631,417.31	62,192,838.06
Asset impairment reserves	資產減值準備	16,898,275.48	3,370,166.70	6,118,534.51	963,809.69
Depreciation difference	折舊差異	-	-	20,809.67	4,370.03
Expected liabilities	預計負債	3,996,992.10	599,548.82	3,343,186.67	501,478.00
<b>Total</b>	<b>合計</b>	<b>254,911,515.00</b>	<b>62,473,777.37</b>	<b>259,113,948.16</b>	<b>63,662,495.78</b>

##### 2. Deferred income tax liabilities which are not offset

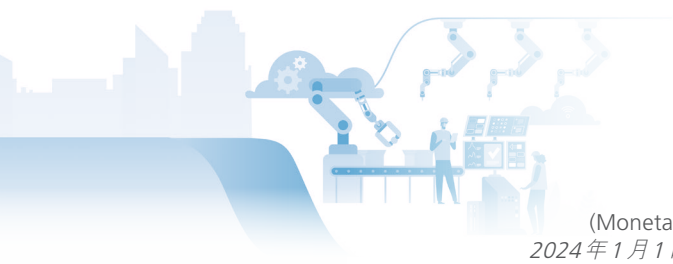
Item	項目	Ending balance 期末餘額		Beginning balance 期初餘額	
		Taxable temporary differences 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債	Taxable temporary differences 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債
Operating lease	經營租賃	184,732,895.25	46,126,998.91	203,292,878.66	50,573,643.88
Appreciation in other asset valuation	其他資產評估增值	34,867,484.33	5,230,122.65	40,978,378.48	6,146,756.76
Inventory appreciation	存貨增值	870,548.07	130,582.21	870,548.05	130,582.21
<b>Total</b>	<b>合計</b>	<b>220,470,927.65</b>	<b>51,487,703.77</b>	<b>245,141,805.19</b>	<b>56,850,982.85</b>

### 五、合併財務報表主要項目註釋(續)

#### (十七) 遞延所得稅資產和遞延所得稅負債

##### 1. 未經抵銷的遞延所得稅資產

##### 2. 未經抵銷的遞延所得稅負債



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (17) Deferred income tax assets and deferred income tax liabilities (Continued)

#### (十七) 遞延所得稅資產和遞延所得稅負債(續)

##### 3. Details of unrecognized deferred income tax assets

##### 3. 未確認遞延所得稅資產明細

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Deductible loss	可抵扣虧損	613,070,077.18	522,968,249.46
Asset impairment reserves	資產減值準備	119,471,125.01	130,834,341.09
Expected liabilities	預計負債	3,989,107.22	1,646,532.33
<b>Total</b>	<b>合計</b>	<b>736,530,309.41</b>	<b>655,449,122.88</b>

##### 4. The deductible losses of unrecognized deferred income tax assets will expire in the following years

##### 4. 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

Year	年份	Ending amount 期末金額	Beginning amount 期初金額	Notes 備註
Year 2024	2024年度		24,504,847.50	—
Year 2025	2025年度	17,156,528.82	10,120,273.81	—
Year 2026	2026年度	14,032,272.89		—
Year 2027	2027年度		51,241,745.70	—
Year 2028	2028年度	136,812,875.96	101,082,909.71	—
Year 2029	2029年度	50,008,644.97	34,314,291.33	—
Year 2030	2030年度	27,940,019.41	40,186,413.33	—
Year 2031	2031年度	77,179,589.27	91,211,862.16	—
Year 2032	2032年度	117,343,821.04	55,297,720.56	—
Year 2033	2033年度	88,885,084.29	115,008,185.36	—
Year 2034	2034年度	83,711,240.53		—
<b>Total</b>	<b>合計</b>	<b>613,070,077.18</b>	<b>522,968,249.46</b>	<b>—</b>

#### (18) Other non-current assets

#### (十八) 其他非流動資產

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Prepayment for equipment	預付設備款	18,299,049.58	88,393,971.47

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (19) Assets with restriction on ownership or use right

### 五、合併財務報表主要項目註釋(續)

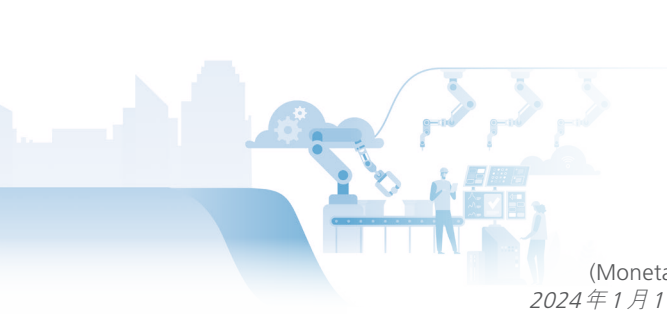
#### (十九) 所有權或使用權受到限制的資產

Item	項目	Ending of the period 期末			
		Book balance 賬面餘額	Book value 賬面價值	Types of restriction 受限類型	Situations about restriction 受限情況
Fixed assets and intangible assets	固定資產和無形資產	160,638,154.58	96,058,176.93	Mortgaged houses and buildings	Mortgaged borrowings and bank acceptance bills
Accounts receivable financing	應收款項融資	2,800,000.00	2,800,000.00	Pledged notes receivable	Pledge
Cash at bank and on hand	貨幣資金	69,544,018.02	69,544,018.02	Security deposit	Security deposit for bank acceptance bills
		1,639,488.83	1,639,488.83	Security deposit	銀行承兌匯票保證金
		1,232,613.74	1,232,613.74	Frozen by litigation	Security deposit for letter of credit
				訴訟凍結	信用證保證金
					Frozen by litigation
					訴訟凍結
Total	合計	235,854,275.17	171,274,297.52	—	—

(Continued Table)

(續表)

Item	項目	Beginning of the period 期初			
		Book balance 賬面餘額	Book value 賬面價值	Types of restriction 受限類型	Situation about restriction 受限情況
Fixed Assets	固定資產	139,823,125.79	78,551,161.30	Pledged houses and buildings	Pledged borrowings
Accounts receivable financing	應收款項融資	4,928,000.00	4,928,000.00	Pledged notes receivable	抵押借款
Cash at bank and on hand	貨幣資金	65,688,058.02	65,688,058.02	Security deposit	Pledge
		7,228,638.76	7,228,638.76	Security deposit	Security deposit for bank acceptance bills
		500.69	500.69	Security deposit	銀行承兌匯票保證金
				Security deposit	Security deposit for letter of credit
				保證金	信用證保證金
				保證金	Security deposit for letter of guarantee
				保證金	保函保證金
Total	合計	217,668,323.26	156,396,358.77	—	—



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (20) Short-term loans

##### 1. Classification of Short-term Loans

Category of loans	借款類別	Ending balance 期末餘額	Beginning balance 期初餘額
Guaranteed loans	保證借款	230,000,000.00	130,000,000.00
Mortgaged loan	抵押借款		10,000,000.00
<b>Total</b>	<b>合計</b>	<b>230,000,000.00</b>	<b>140,000,000.00</b>

1) On April 13, 2023, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Industrial And Commercial Bank Of China, Beijing Chaoyang branch, the contract number is 0020000051-2023CZ00474. The loan amount is 50 million yuan, and the loan period is from April 19, 2023 to April 18, 2024. Interest rate of the loan is 2.60%, the one-year Loan Prime Rate (LPR) minus 1.05%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 50 million yuan, which is repaid in full this year.

2) On June 26, 2023, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Industrial And Commercial Bank Of China, Beijing Chaoyang branch, the contract number is 0020000051-2023CZ01517. The loan amount is 20 million yuan, and the loan period is from June 29, 2023 to June 28, 2024. Interest rate of the loan is 2.60%, the one-year Loan Prime Rate (LPR) minus 0.95%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 20 million yuan, which is repaid in full this year.

### 五、合併財務報表主要項目註釋(續)

#### (二十) 短期借款

##### 1. 短期借款分類

1) 2023年4月13日，本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2023年(朝陽)字00474號的流動資金貸款合同，借款金額為5,000.00萬元，貸款期間為2023年4月19日至2024年4月18日，借款利率為2.60%，為1年期貸款市場報價利率(LPR)減1.05%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款5,000.00萬元，本年度已全額還款。

2) 2023年6月26日，本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2023年(朝陽)字01517號的流動資金貸款合同，借款金額為2,000.00萬元，貸款期間為2023年6月29日至2024年6月28日，借款利率為2.60%，為1年期貸款市場報價利率(LPR)減0.95%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款2,000.00萬元，本年度已全額還款。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (20) Short-term loans (Continued)

##### 1. Classification of Short-term Loans (Continued)

- 3) On July 31, 2023, Tianjin Tianhai High Pressure Container Co., Ltd., a subsidiary of the Company, signed a loan contract for current capital with China Construction Bank Tianjin Xiqing Branch, with a loan amount of RMB10 million, the contract number is HTZ120790000LDZJ2023N009. The loan period is from July 31, 2023 to July 31, 2024, and the loan interest rate is the one-year Loan Prime Rate (LPR) plus 0.25%. Both parties have separately signed a "Maximum Mortgage Contract", with a maximum guarantee liability of 77.97 million yuan. The collateral is the industrial real estate located at No. 306 of Xingang Avenue, Tianjin Bonded Area, with a mortgage period from July 31, 2023 to July 31, 2024. Up to December 31, 2024, the bank has issued a loan of 10 million yuan, which is paid in full this year.
- 4) On August 11, 2023, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Export-Import Bank Of China, the contract number is HETO21200001320230800000003. The loan amount is 100 million yuan, and the loan period is from August 11, 2023 to August 10, 2024. Interest rate of the loan is one-year Loan Prime Rate (LPR) minus 0.77%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 30 million yuan, which is repaid in full this year.
- 5) On March 4, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with Taoran Branch of Bank of Beijing Co., Ltd., the contract number is 0894111. The loan amount is 30 million yuan, and the loan period is from March 4, 2024 to March 4, 2025. The loan interest rate is 2.90%, which is the one-year Loan Prime Rate (LPR) minus 0.55%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 30 million yuan.

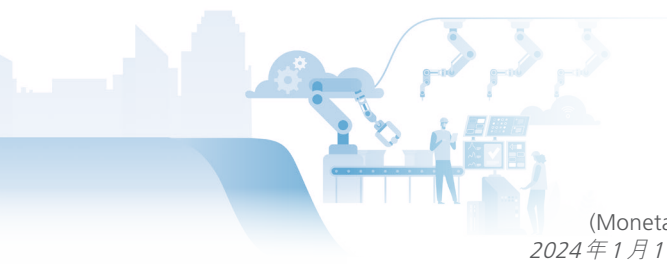
### 五、合併財務報表主要項目註釋(續)

#### (二十) 短期借款(續)

##### 1. 短期借款分類(續)

- 3) 2023年7月31日，本公司之下屬公司天津天海高壓容器有限責任公司與中國建設銀行股份有限公司天津西青支行簽訂編號為HTZ120790000LDZJ2023N009的流動資金貸款合同，借款金額為1,000.00萬元，貸款期間自2023年7月31日起至2024年07月31日，借款利率為1年期貸款市場報價利率(LPR)加0.25%。雙方另行簽署《最高額抵押合同》，擔保責任的最高限額為7,797.00萬元，抵押物為天津市保稅區新港大道306號工業房地產，抵押期限為2023年7月31日起至2024年7月31日，截止2024年12月31日，銀行已發放借款1,000.00萬元，本年度已全額還款。
- 4) 2023年8月11日，本公司之子公司北京天海與中國進出口銀行簽訂編號為HETO21200001320230800000003的流動資金借款合同，借款金額為10,000.00萬元，借款期間自2023年8月11日至2024年8月10日，借款利率為1年期貸款市場報價利率(LPR)減0.77%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款3,000.00萬元，本年度已全額還款。
- 5) 2024年3月4日，本公司之子公司北京天海與北京銀行股份有限公司陶然支行簽訂編號為0894111號的流動資金貸款合同，借款金額為3,000.00萬元，貸款期間為2024年3月4日至2025年3月4日，借款利率為2.90%，為1年期貸款市場報價利率(LPR)減0.55%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款3,000.00萬元。





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (20) Short-term loans (Continued)

##### 1. Classification of Short-term Loans (Continued)

- 6) On March 4, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with Jiangsu Bank Co., Ltd. Beijing Branch, the contract number is JK173324000036. The loan amount is 30 million yuan, and the loan period is from March 26, 2024 to March 24, 2025. The loan interest rate is 2.70%, which is the one-year Loan Prime Rate (LPR) minus 0.75%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 30 million yuan.
- 7) On March 27, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with Beijing Rural Commercial Bank Co., Ltd. Urban Sub center Branch, the contract number is 2024TZ00071, with the loan amount of 20 million yuan and the loan period from March 31, 2024 to March 31, 2025. The loan interest rate is 2.70%, which is the one-year Loan Prime Rate (LPR) minus 0.75%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 20 million yuan.
- 8) On May 20, 2024, a subsidiary – Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., signed a loan contract for current capital with Beijing Rural Commercial Bank Co., Ltd. Urban Sub center Branch, with the loan amount of 20 million yuan and the loan period from May 28, 2024 to May 28, 2025, the contract number is 2024TZ00095. The loan interest rate is 3.00%, which is the one-year Loan Prime Rate (LPR) minus 0.45%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 20 million yuan.

### 五、合併財務報表主要項目註釋(續)

#### (二十) 短期借款(續)

##### 1. 短期借款分類(續)

- 6) 2024年3月4日,本公司之子公司北京天海與江蘇銀行股份有限公司北京分行簽訂編號為JK173324000036的流動資金貸款合同,借款金額為3,000.00萬元,貸款期間為2024年3月26日至2025年3月24日,借款利率為2.70%,為1年期貸款市場報價利率(LPR)減去0.75%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止2024年12月31日,銀行已發放借款3,000.00萬元。
- 7) 2024年3月27日,本公司之子公司北京天海與北京農村商業銀行股份有限公司城市副中心支行簽訂編號為2024通州第00071號的流動資金貸款合同,借款金額為2,000.00萬元,貸款期間為2024年3月31日至2025年3月31日,借款利率為2.70%,為1年期貸款市場報價利率(LPR)減去0.75%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止2024年12月31日,銀行已發放借款2,000.00萬元。
- 8) 2024年5月20日,本公司之下屬公司北京天海氫能裝備有限公司與北京農村商業銀行股份有限公司城市副中心支行簽訂編號為2024通州第00095號的流動資金貸款合同,借款金額為2,000.00萬元,貸款期間為2024年5月28日至2025年5月28日,借款利率為3.00%,為1年期貸款市場報價利率(LPR)減去0.45%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》。截止2024年12月31日,銀行已發放借款2,000.00萬元。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (20) Short-term loans (Continued)

##### 1. Classification of Short-term Loans (Continued)

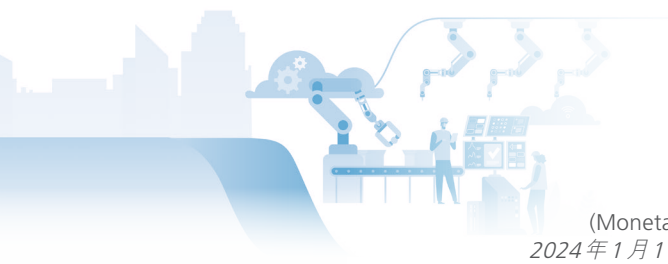
- 9) On June 18, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Industrial And Commercial Bank Of China, Beijing Chaoyang branch, the contract number is 0020000051-2024CYZ01765. The loan amount is 30 million yuan, and the loan period is from June 20, 2024 to June 18, 2024. Interest rate of the loan is 2.60%, the one-year Loan Prime Rate (LPR) minus 0.85%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 30 million yuan.
- 10) On June 19, 2024, a subsidiary – Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., signed a loan contract for current capital with Bank of Beijing Co., Ltd. Taoran Branch, with the loan amount of 10 million yuan and the loan period from June 19, 2024 to June 19, 2025, the contract number is 6103151. The loan interest rate is 3.00%, which is the one-year Loan Prime Rate (LPR) minus 0.45%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 10 million yuan.
- 11) On June 25, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with Beijing Rural Commercial Bank Co., Ltd. Urban Sub center Branch, the contract number is 2024TZ00120, with the loan amount of 20 million yuan and the loan period from June 26, 2024 to June 26, 2025. The loan interest rate is 2.70%, which is the one-year Loan Prime Rate (LPR) minus 0.75%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 20 million yuan.

### 五、合併財務報表主要項目註釋(續)

#### (二十) 短期借款(續)

##### 1. 短期借款分類(續)

- 9) 2024年6月18日，本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2024年(朝陽)字01765號的流動資金貸款合同，借款金額為3,000.00萬元，貸款期間為2024年6月20日至2025年6月18日，借款利率為2.60%，為1年期貸款市場報價利率(LPR)減0.85%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款3,000.00萬元。
- 10) 2024年6月19日，本公司之下屬公司北京天海氫能裝備有限公司與北京銀行股份有限公司陶然支行簽訂編號為6103151的流動資金貸款合同，借款金額為1,000.00萬元，貸款期間為2024年6月19日至2025年6月19日，借款利率為3.00%，為1年期貸款市場報價利率(LPR)減去0.45%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款1,000.00萬元。
- 11) 2024年6月25日，本公司之子公司北京天海與北京農村商業銀行股份有限公司城市副中心支行簽訂編號為2024通州第00120號的流動資金貸款合同，借款金額為2,000.00萬元，貸款期間為2024年6月26日至2025年6月26日，借款利率為2.70%，為1年期貸款市場報價利率(LPR)減去0.75%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款2,000.00萬元。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (20) Short-term loans (Continued)

##### 1. Classification of Short-term Loans (Continued)

12) On August 7, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Industrial And Commercial Bank Of China, Beijing Chaoyang branch, the contract number is 0020000051-2024CYZ02547. The loan amount is 30 million yuan, and the loan period is from August 8, 2024 to August 7, 2025. Interest rate of the loan is 2.70%, the one-year Loan Prime Rate (LPR) minus 0.75%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024 the bank has issued a loan of 30 million yuan.

13) On November 26, 2024, a subsidiary – Beijing Tianhai signed a loan contract for current capital with the Export-Import Bank Of China, the contract number is HET212000013202409000000011. The loan amount is 90 million yuan, and the loan period is from November 26, 2024 to January 26, 2026. Interest rate of the loan is 2.50%, which is one-year Loan Prime Rate (LPR) minus 0.95%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another "Guarantee Contract". Up to December 31, 2024, the bank has issued a loan of 40 million yuan.

2. There are no short-term loans that are overdue and outstanding at the end of the period.

### 五、合併財務報表主要項目註釋(續)

#### (二十) 短期借款(續)

##### 1. 短期借款分類(續)

12) 2024年8月7日，本公司之子公司北京天海與中國工商銀行北京朝陽分行簽訂編號為0020000051-2024年(朝陽)字02547號的流動資金貸款合同，借款金額為3,000.00萬元，貸款期間為2024年8月8日至2025年8月7日，借款利率為2.70%，為1年期貸款市場報價利率(LPR)減0.75%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款3,000.00萬元。

13) 2024年11月26日，本公司之子公司北京天海與中國進出口銀行簽訂編號為HET212000013202409000000011的流動資金借款合同，借款金額為9,000.00萬元，借款期間自2024年11月26日至2026年1月26日，借款利率為2.50%，為1年期貸款市場報價利率(LPR)減去0.95%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂《保證合同》。截止2024年12月31日，銀行已發放借款4,000.00萬元。

2. 期末不存在已逾期未償還的短期借款。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (21) Notes payable

Category of bills	票據種類	Ending balance 期末餘額	Beginning balance 期初餘額
Bank acceptance bill	銀行承兌匯票	116,344,018.02	85,759,357.39
1. At the end of the period, there were no overdue and outstanding notes payable.		1. 期末無已到期未支付的應付票據。	

#### (22) Accounts payable

##### 1. Accounts payable

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Funds for materials, equipment, etc	材料、設備款等	392,733,171.51	328,585,935.89
Engineering funds	工程款	2,402,229.09	21,530,092.36
<b>Total</b>	<b>合計</b>	<b>395,135,400.60</b>	<b>350,116,028.25</b>

##### 2. Significant accounts payable aging older than 1 year

None.

##### 3. Accounts payable listed by aging

Aging	賬齡	Ending balance 期末餘額	Beginning balance 期初餘額
Within 1 year	1年以內	303,134,255.63	267,500,480.61
1-2 years	1至2年	44,902,996.10	33,738,963.68
2-3 years	2至3年	8,608,284.03	35,798,475.90
Over 3 years	3年以上	38,489,864.84	13,078,108.06
<b>Total</b>	<b>合計</b>	<b>395,135,400.60</b>	<b>350,116,028.25</b>

### 五、合併財務報表主要項目註釋(續)

#### (一) 應付票據

Ending balance 期末餘額	Beginning balance 期初餘額
116,344,018.02	85,759,357.39
1. 期末無已到期未支付的應付票據。	

#### (二) 應付賬款

##### 1. 應付賬款列示

Ending balance 期末餘額	Beginning balance 期初餘額
392,733,171.51	328,585,935.89
2,402,229.09	21,530,092.36
395,135,400.60	350,116,028.25

##### 2. 賬齡超過1年的重要應付賬款

無。

##### 3. 應付賬款按賬齡列示

Ending balance 期末餘額	Beginning balance 期初餘額
303,134,255.63	267,500,480.61
44,902,996.10	33,738,963.68
8,608,284.03	35,798,475.90
38,489,864.84	13,078,108.06
395,135,400.60	350,116,028.25

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (23) Contract liabilities

#### (二十三) 合同負債

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Advances on sale	預收貨款	65,835,225.59	47,451,038.27
In which: Over 1 year	其中：1年以上	12,008,341.60	8,957,038.06
<b>Total</b>	<b>合計</b>	<b>65,835,225.59</b>	<b>47,451,038.27</b>

#### (24) Staff salaries payable

#### (二十四) 應付職工薪酬

##### 1. Classification of staff salaries payable

##### 1. 應付職工薪酬分類

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Short-term compensation	短期薪酬	28,020,173.62	228,105,918.94	221,987,660.52	34,138,432.04
Post-employment benefits-Defined Contribution Plan	離職後福利—設定提存計劃	1,301,118.28	24,396,576.60	24,157,639.05	1,540,055.83
Dismissal welfare	辭退福利	23,051.59	190,657.98	190,657.98	23,051.59
Other welfare due within one year	一年內到期的其他福利	1,768,989.47		249,278.66	1,519,710.81
<b>Total</b>	<b>合計</b>	<b>31,113,332.96</b>	<b>252,693,153.52</b>	<b>246,585,236.21</b>	<b>37,221,250.27</b>

##### 2. Short-term compensation

##### 2. 短期薪酬

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Salary, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	21,933,119.10	182,633,962.86	176,491,415.29	28,075,666.67
Employee welfare expenses	職工福利費		9,234,758.61	9,096,011.93	138,746.68
Social insurance premium	社會保險費	813,040.57	16,306,775.22	16,353,674.37	766,141.42
In which: Medical insurance premiums	其中：醫療保險費	748,456.66	15,080,825.65	15,123,808.78	705,473.53
Employment injury insurance premium	工傷保險費	50,359.42	1,022,284.09	1,026,200.11	46,443.40
Maternity insurance premium	生育保險費	14,224.49	203,665.48	203,665.48	14,224.49
Housing Provident Fund	住房公積金	287,945.44	15,204,182.00	15,203,402.00	288,725.44
Union funds and employee education funds	工會經費和職工教育經費	4,231,628.51	4,726,240.25	4,843,156.93	4,114,711.83
Housing subsidy	住房補貼	754,440.00			754,440.00
<b>Total</b>	<b>合計</b>	<b>28,020,173.62</b>	<b>228,105,918.94</b>	<b>221,987,660.52</b>	<b>34,138,432.04</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (24) Staff salaries payable (Continued)

##### 3. Defined Contribution Plan

The Group participates in social insurance plans established by government agencies in accordance with regulations. According to the plan, the Group will pay fees to such plans in accordance with relevant regulations of the local government. Except for the above-mentioned deposit fees, the Group will no longer bear any further payment obligations. The corresponding expenses are recorded in the current loss or profit, or related asset costs when they occur.

The Group shall pay following fees separately to the pension insurance and unemployment insurance plans in current period:

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Basic pension insurance	基本養老保險	1,272,685.28	23,630,231.44	23,396,804.40	1,506,112.32
Unemployment insurance premium	失業保險費	28,433.00	766,345.16	760,834.65	33,943.51
<b>Total</b>	<b>合計</b>	<b>1,301,118.28</b>	<b>24,396,576.60</b>	<b>24,157,639.05</b>	<b>1,540,055.83</b>

The Group should pay a fund of RMB24,396,576.60 to the Defined Contribution Plan in current period (amount in previous period: RMB23,977,921.85). Up to December 31, 2024, the Group still had a payable of RMB1,540,055.83 (beginning balance: RMB1,301,118.29) which has been paid after the reporting period.

本集團本期應分別向養老保險、失業保險計劃繳存費用如下：

本集團本期應向參與的設定提存計劃繳存費用人民幣24,396,576.60元(上期金額：23,977,921.85元)。於2024年12月31日，本集團尚有人民幣1,540,055.83元(年初餘額：1,301,118.29元)的應繳存費用，是於本報告期間到期而未繳存的，有關應繳存費用已於報告期後繳存。

### 五、合併財務報表主要項目註釋(續)

#### (二十四) 應付職工薪酬(續)

##### 3. 設定提存計劃

本集團按規定參加政府機構設立的社會保險計劃。根據計劃，本集團按照當地政府的有關規定向該等計劃繳存費用。除上述繳存費用外，本集團不再承擔進一步支付義務。相應的支出於發生時計入當期損益或相關資產成本。

#### (25) Taxes payable

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Value-added tax	增值稅	7,359,027.46	8,804,311.14
Corporate income tax	企業所得稅	8,613,523.91	7,704,786.76
Stamp tax	印花稅	588,776.64	636,075.31
Personal income tax	個人所得稅	578,388.89	553,328.55
City maintenance and construction tax	城市維護建設稅	345,740.73	524,062.30
Education fees surcharge	教育費附加	222,060.31	244,239.70
Local education fees surcharge	地方教育費附加	101,932.06	141,527.06
Land use tax	土地使用稅	35,133.90	53,358.30
Property tax	房產稅	16,313.59	16,313.59
Environmental protection Tax	環境保護稅	24,993.53	14,113.60
Water resource tax	水資源稅	3,603.00	2,196.60
Franchise tax	特許經營稅	32,937.25	
<b>Total</b>	<b>合計</b>	<b>17,922,431.27</b>	<b>18,694,312.91</b>

There is no Hong Kong profits tax payable in taxes payable at the end of the period.

期末應交稅費中無應交香港利得稅。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (26) Other payables

### 五、合併財務報表主要項目註釋(續)

#### (二十六) 其他應付款

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Interest payable	應付利息		
Dividends payable	應付股利		
Other payables	其他應付款	69,177,703.97	77,468,799.94
<b>Total</b>	<b>合計</b>	<b>69,177,703.97</b>	<b>77,468,799.94</b>

#### Other payables

#### 其他應付款

##### 1. Other payables listed by nature of funds

##### 1. 按款項性質列示其他應付款

Nature of funds	款項性質	Ending balance 期末餘額	Beginning balance 期初餘額
Pre-paid fee, etc	代墊款項等	30,076,252.54	30,120,737.61
Investment funds	投資款	20,980,000.01	29,600,000.01
Deposit and security deposit	押金保證金	17,324,891.53	16,739,342.41
Current money between related parties	關聯方往來款	512,032.40	153,851.91
Rental fee	租賃費	284,527.49	854,868.00
<b>Total</b>	<b>合計</b>	<b>69,177,703.97</b>	<b>77,468,799.94</b>

##### 2. Significant other payables aging over 1 year

##### 2. 賬齡超過1年的重要其他應付款

Name of entities	Ending balance	Reasons for non-payment or not carrying forward 未償還或結轉的原因
單位名稱	期末餘額	
Shenzhen Tenglong Holdings Co., Ltd 深圳騰龍控股股份有限公司	16,270,982.41	unsettled 尚未結算

#### (27) Non-current liabilities due within one year

#### (二十七) 一年內到期的非流動負債

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額	Notes 備註
Long-term loans due within one year	一年內到期的長期借款	1,650,000.00	14,127,930.84	—
Lease liabilities due within one year	一年內到期的租賃負債	13,928,997.72	15,339,940.56	—
<b>Total</b>	<b>合計</b>	<b>15,578,997.72</b>	<b>15,339,940.56</b>	<b>—</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (28) Other current liabilities

### 五、合併財務報表主要項目註釋(續)

#### (二十八) 其他流動負債

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Pending chargeover output tax	待轉銷項稅	3,811,007.08	3,717,419.08
Notes receivable that do not meet derecognition standards	不符合終止確認條件的應收票據	6,273,731.70	3,236,000.00
VAT on advance revenue	預收銷項稅	4,452,924.83	2,246,817.18
<b>Total</b>	<b>合計</b>	<b>14,537,663.61</b>	<b>9,200,236.26</b>

#### (29) Long-term loans

#### (二十九) 長期借款

##### 1. Classification of Long-term Loans

##### 1. 長期借款分類

Category of loans	借款類別	Ending balance 期末餘額	Beginning balance 期初餘額
Guaranteed loans	保證借款	133,350,000.00	70,000,000.00

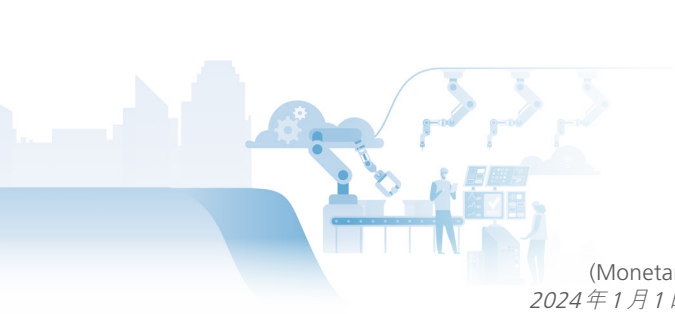
On October 8, 2023, Beijing Tianhai Hydrogen Equipment Co., Ltd., a subsidiary of the company, signed a medium – to long-term loan contract with the Beijing Branch of the China Development Bank, the contract number was 1100202301100002073. The loan amount is 200 million yuan, and the loan purpose is for special construction. The loan period is from October 23, 2023 to October 23, 2031, and the loan interest rate is over-five-year loan prime rate (LPR) minus 0.95%. Beijing Jingcheng Machinery Electric Holding Co., Ltd. shall provide repayment guarantee with joint responsibility, and sign another “Guarantee Contract”. Up to the end of this year, the bank has issued a loan of 135 million yuan.

2023年10月8日，本公司之下屬公司北京天海氫能裝備有限公司與國家開發銀行北京市分行簽訂編號為1100202301100002073的中長期貸款合同，貸款金額為20,000.00萬元，借款用途用於專項建設，借款期間自2023年10月23日至2031年10月23日，借款利率為5年期以上貸款市場報價利率(LPR)減0.95%。由北京京城機電控股有限責任公司提供連帶責任還款保證，並另行簽訂了《保證合同》。截止年末銀行已發放借款13,500.00萬元。

##### 2. The analysis on the maturity date of long-term loans is as follows:

##### 2. 長期借款到期日分析如下：

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
<b>Book value of the above-mentioned loans must be repaid in following periods:</b>	<b>上述借款的賬面值須於以下期間償還：</b>		
Within one year	一年內	1,650,000.00	0.00
More than one year but not more than two years after the balance sheet date	資產負債表日後超過一年，但不超過兩年	3,350,000.00	1,650,000.00
More than two years but not more than five years after the balance sheet date	資產負債表日後超過兩年，但不超過五年	111,820,000.00	68,350,000.00
More than five years after the balance sheet date	資產負債表日後超過五年	18,180,000.00	
Less: Amounts due within one year under current liabilities	減：流動負債項下所示一年內到期的款項	1,650,000.00	
<b>Amount shown under non-current liabilities</b>	<b>非流動負債項下所示款項</b>	<b>133,350,000.00</b>	<b>70,000,000.00</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (30) Lease liabilities

### 五、合併財務報表主要項目註釋(續)

#### (三十一) 租賃負債

Category of funds	款項類別	Ending balance 期末餘額	Beginning balance 期初餘額
Amount of lease payment	租賃付款額	302,656,194.26	328,819,964.83
Less: Unrecognized financing expenses	減：未確認的融資費用	68,639,946.84	79,463,776.88
Non-current liabilities reclassified as due within one year	重分類至一年內到期的非流動負債	13,928,997.72	15,339,940.56
<b>Net lease liabilities</b>	<b>租賃負債淨額</b>	<b>220,087,249.70</b>	<b>234,016,247.39</b>
<b>Book value of the aforementioned lease liabilities must be repaid in following periods:</b>	<b>上述租賃負債的賬面值須於以下期間償還：</b>		
Within one year	一年內	13,928,997.72	15,339,940.56
More than one year but not more than two years after the balance sheet date	資產負債表日後超過一年，但不超過兩年	14,451,131.36	13,928,997.72
More than two years but not more than five years after the balance sheet date	資產負債表日後超過兩年，但不超過五年	49,968,207.25	46,717,708.40
More than five years after the balance sheet date	資產負債表日後超過五年	155,667,911.09	173,369,541.27
Less: Lease liabilities due within one year under current liabilities	減：流動負債項下所示一年內到期的租賃負債款項	13,928,997.72	15,339,940.56
Lease liabilities shown under non-current liabilities	非流動負債項下所示租賃負債款項	220,087,249.70	234,016,247.39

#### (31) Long-term payables

#### (三十一) 長期應付款

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Long-term accounts payable	長期應付款		
Special accounts payable	專項應付款	253,207,700.00	253,207,700.00
<b>Total</b>	<b>合計</b>	<b>253,207,700.00</b>	<b>253,207,700.00</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (31) Long-term payables (Continued)

##### Special accounts payable

### 五、合併財務報表主要項目註釋(續)

#### (三十一) 長期應付款(續)

##### 專項應付款

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額	Reasons for forming 形成原因
Research and industrialization of advanced hydrogen technology products	氫能前沿科技產品研發及產業化項目	30,000,000.00			30,000,000.00	Note 1 註1
Leading projects	揭榜掛帥項目	23,207,700.00			23,207,700.00	Note 2 註2
Industrial development projects of advanced hydrogen energy	氫能前沿科技產業發展項目	200,000,000.00			200,000,000.00	Note 3 註3
<b>Total</b>	<b>合計</b>	<b>253,207,700.00</b>			<b>253,207,700.00</b>	-

Note 1: On October 27, 2021, the State owned Assets Supervision and Administration Commission of the Beijing Municipal People's Government issued A Notice to Jingcheng Machinery Electric on the Allocation of the 2021 State-Owned Capital Operating Budget Funds (JFA [2021] No. 1886) to Jingcheng Machinery Electric, appropriating 30 million yuan for the research and industrialization of hydrogen energy advanced technology products. The company received above-mentioned funds in December 2021.

Note 2: According to the "14th Five-Year Plan" strategic plan, combined with relevant technology research and development projects of Jingcheng Machinery Electric, the Company applied for an appropriation for Leading projects with the amount of 23.2077 million yuan. The Company received the above-mentioned funds in March 2022.

Note 3: In September 2022, the State owned Assets Supervision and Administration Commission of the Beijing Municipal People's Government issued A Notice to Jingcheng Machinery Electric on the Allocation of the 2022 State-Owned Capital Operating Budget Funds (JFA [2022] No. 2030) to Jingcheng Machinery Electric, appropriating 200 million yuan for the development of hydrogen energy advanced technology industry projects. The company received 60 million yuan in November 2022 and the remaining 140 million yuan on April 12, 2023.

註1：北京市人民政府國有資產監督管理委員會2021年10月27日向京城機電下發了《關於撥付京城機電2021年國有資本經營預算資金的通知》(京財資產指[2021]1886號)，通知安排3,000.00萬元用於氫能前沿科技產品研發及產業化項目。本公司於2021年12月收到上述資金。

註2：根據京城機電「十四五」戰略規劃，結合京城機電戰略產品有關技術研發項目，本公司揭榜項目，申請預算資金2,320.77萬元，本公司於2022年3月收到上述資金。

註3：北京市人民政府國有資產監督管理委員會2022年9月向京城機電下發了《關於撥付京城機電2022年國有資本經營預算資金的通知》(京財資產指[2022]2030號)，通知安排20,000.00萬元用於氫能前沿科技產業發展項目，本公司於2022年11月收到6,000.00萬元資金，於2023年4月12日收到剩餘資金14,000萬元。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (32) Long-term staff salaries payable

#### (三十二) 長期應付職工薪酬

##### 1. Classification of long-term staff salaries payable

##### 1. 長期應付職工薪酬分類

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Post-employment benefits – defined benefit plan net liability	離職後福利 — 設定受益計劃淨負債	33,131,627.97	31,730,620.28
<b>Total</b>	<b>合計</b>	<b>33,131,627.97</b>	<b>31,730,620.28</b>

##### 2. Movement of the defined benefit plan – Present value of obligations in defined benefit plan

##### 2. 設定受益計劃變動情況—設定受益計劃義務現值

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Beginning balance	年初餘額	33,499,609.75	32,647,909.68
Defined benefit plan costs recorded in current loss or profit	計入當期損益的設定受益成本	1,939,019.15	1,690,645.60
1. Costs of current service	1. 當期服務成本	682,783.78	466,348.99
2. Net interest	2. 利息淨額	1,256,235.37	1,224,296.61
Other movement	其他變動	-787,290.12	-838,945.53
1. Paid benefits	1. 已支付的福利	-787,290.12	-838,945.53
Ending balance	期末餘額	34,651,338.78	33,499,609.75
Less: Benefits due within 1 year	減: 將於1年內到期的福利	1,519,710.81	1,768,989.47
Ending balance after deducting amount due with one year	扣除1年內到期後的 期末餘額	33,131,627.97	31,730,620.28

##### 3. Movement of the defined benefit plan – Net liabilities (net assets) of the defined benefit plan

##### 3. 設定受益計劃變動情況--設定受益計劃淨負債(淨資產)

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Beginning balance	年初餘額	33,499,609.75	32,647,909.68
Defined benefit plan costs recorded in current loss or profit	計入當期損益的設定受益成本	1,939,019.15	1,690,645.60
Defined benefit plan costs recorded in other comprehensive income	計入其他綜合收益的設定 收益成本	0.00	0.00
Other movement	其他變動	-787,290.12	-838,945.53
Ending balance	期末餘額	34,651,338.78	33,499,609.75

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (32) Long-term staff salaries payable (Continued)

4. **Explanation of the content and related risks of the benefit plan, as well as its impact on the company's future cash flows, timing, and uncertainty:**  
Obligation generated by the defined benefit plans shall be discounted, so as to confirm present value and costs of current service of confined benefit plans. Discount rate adopted for the discounting shall be confirmed, by referring to the market benefit rate of national debt, whose period and currency are consistent with that of defined benefit plans on the balance sheet date.
5. **Explanation for significant actuarial assumptions and sensitivity analysis results for defined benefit plans**  
Pursuant to provisions of the revised "Enterprise Accounting Standards No. 9 – Employee Compensation", for defined benefit plans, based on the expected accumulated benefit unit method, an estimated about relevant demographic variables and financial variables shall be made by an unbiased and consistent actuarial assumption, and obligation generated by the defined benefit plans shall be measured, and periods to which relevant obligation belongs shall be determined.

#### (33) Expected liabilities

Item 項目	Ending balance 期末餘額	Beginning balance 期初餘額	Reason of forming 形成原因
Product quality guarantee 產品質量保證	7,986,099.32	4,989,719.00	Security deposit for quality 質量保證金
Total 合計	7,986,099.32	4,989,719.00	–

Note: Product quality guarantee is estimated and generated by management based on the years of responsibility for quality guarantee in the sales contract and historical data.

註：產品質量保證是管理層基於銷售合同中對質量保證責任的承擔年限和歷史數據預計產生。

### 五、合併財務報表主要項目註釋(續)

#### (三十二) 長期應付職工薪酬(續)

4. 設定受益計劃的內容及與之相關風險、對公司未來現金流量、時間和不確性的影響說明：  
設定受益計劃按照折現率將設定受益計劃所產生的義務予以折現，以確定設定受益計劃義務的現值和當期服務成本。折現時所採用的折現率根據資產負債表日與設定受益計劃義務期限和幣種相匹配的國債的市場收益率確定。
5. 設定受益計劃重大精算假設及敏感性分析結果說明  
根據修訂的《企業會計準則第9號—職工薪酬》規定，對於設定受益計劃，根據預期累計福利單位法，採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計，計量設定受益計劃所產生的義務，並確定相關義務的歸屬期間。

#### (三十三) 預計負債



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (34) Deferred income

#### (三十四) 遞延收益

##### 1. Classification of deferred income

##### 1. 遞延收益分類

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額	Reason of forming 形成原因
Government subsidy	政府補助	7,998,474.74	8,156,820.00	2,702,286.21	13,453,008.53	Note 1 to Note 5 註1至註5
<b>Total</b>	<b>合計</b>	<b>7,998,474.74</b>	<b>8,156,820.00</b>	<b>2,702,286.21</b>	<b>13,453,008.53</b>	

##### 2. Government subsidy projects

##### 2. 政府補助項目

Government subsidy projects	Beginning balance 期初餘額	Increased amount of subsidy in current period 本期新增補助金額	Amount recorded into non-operating revenue in current period 本期計入營業外收入金額	Amount recorded into other income in current period 本期計入其他收益金額	Amount for offsetting costs in current period 本期沖減成本費用金額	Ending balance 期末餘額	Related to assets/related to income 與資產相關/ 與收益相關
Storage and supply system development and vehicle supporting engineering technology research projects 儲供系統開發和整車配套工程技術研究項目	4,000,000.00					4,000,000.00	Related to income 與收益相關
Beijing special fund for development of advanced and sophisticated industries 北京市高精尖產業發展專項經費	3,452,752.03	7,785,000.00		2,702,286.21		8,535,465.82	Related to assets and income 與資產、收益相關
Commercial vehicle technical standard system research and key standard development projects 商用車技術標準體系研究及關鍵標準研製項目	300,000.00					300,000.00	Related to income 與收益相關
Gas cylinder development projects 氣瓶開發項目	245,722.71					245,722.71	Related to income 與收益相關
Consistency guarantee technology projects for batch manufacturing of vehicle IV hydrogen storage cylinders 車載IV型儲氫瓶批量製造一致性保障技術項目		371,820.00				371,820.00	Related to income 與收益相關
<b>Total 合計</b>	<b>7,998,474.74</b>	<b>8,156,820.00</b>		<b>2,702,286.21</b>		<b>13,453,008.53</b>	<b>-</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (34) Deferred income (Continued)

##### 2. Government subsidy projects (Continued)

Note 1: The storage and supply system development and vehicle supporting engineering technology research projects are supported by the R&D funds issued by Beijing Science and Technology Commission and Zhongguancun Science and Technology Park Management Committee.

Note 2: The special fund for the development of advanced industries in Beijing comes from the special fund issued by the Beijing Municipal Bureau of Economy and Information Technology.

Note 3: Commercial vehicle technical standard system research and key standard development projects are funded by Beijing Science and Technology Commission and Zhongguancun Science and Technology Park Management Committee.

Note 4: The gas cylinder development projects stem from development and certification of hydrogen cylinders for fuel cell cars by Beijing Science and Technology Commission.

Note 5: The technical projects for consistency guarantee of batch manufacturing of vehicle IV hydrogen storage cylinders are supported by the R&D funds issued by the Ministry of Science and Technology of the People's Republic of China.

#### (35) Share capital

Below is movement of the Company's statutory, issued and fully-paid share capital. All shares of the Company are common shares whose par value is 1 RMB/share.

### 五、合併財務報表主要項目註釋(續)

#### (三十四) 遞延收益(續)

##### 2. 政府補助項目(續)

註1：儲供系統開發和整車配套工程技術研究項目來源於北京市科學技術委員會、中關村科技園區管理委員會下發的研發經費。

註2：北京市高精尖產業發展專項經費來源於北京市經濟和信息化局下發的專項經費。

註3：商用車技術標準體系研究及關鍵標準研製項目來源於北京市科學技術委員會、中關村科技園區管理委員會下發的經費。

註4：氣瓶開發項目來源北京市科學技術委員會對燃料電池轎車用氫氣瓶開發及認證。

註5：車載IV型儲氫瓶批量製造一致性保障技術項目來源於中華人民共和國科學技術部下發的研發經費。

#### (三十五) 股本

本公司的法定、已發行及繳足股本的變動表如下。所有本公司的股份均為每股面值人民幣1元的普通股。

Item	項目	Beginning balance 期初餘額	Issuance of new shares 發行新股	Bonus shares 送股	Changes in the current period 本期變動			Subtotal 小計	Ending balance 期末餘額
					Bonus shares 送股	Capital reserves transfer in 公積金轉股	Other 其他		
Total limited share	有限售條件股份合計	19,469,105.00	0.00	0.00	0.00	0.00	-7,034,553.00	-7,034,553.00	12,434,552.00
Unlimited shares	無限售條件股份	-	-	-	-	-	-	-	-
RMB common shares	人民幣普通股	428,196,883.00	0.00	0.00	0.00	0.00	7,034,553.00	7,034,553.00	435,231,436.00
Foreign shares listed overseas	境外上市外資股	100,000,000.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000,000.00
Total unlimited shares	無限售條件股份合計	528,196,883.00	0.00	0.00	0.00	0.00	7,034,553.00	7,034,553.00	535,231,436.00
Total shares	股份總額	547,665,988.00	0.00	0.00	0.00	0.00	0.00	0.00	547,665,988.00

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (36) Capital reserves

### 五、合併財務報表主要項目註釋(續)

#### (三十六) 資本公積

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Share premium	股本溢價	1,053,669,299.69			1,053,669,299.69
Other capital reserves	其他資本公積	132,787,515.14	8,849,717.92		141,637,233.06
<b>Total</b>	<b>合計</b>	<b>1,186,456,814.83</b>	<b>8,849,717.92</b>		<b>1,195,306,532.75</b>

Note 1: Increase in other capital reserves is due to implementation of the limited share incentive plan by the Company, so as to grant 5.4 million shares of the Company's equity to employees of the Company and subsidiaries, a total expense of RMB27,594,000.00 shall be recognized, which shall be recognized in installments in proportion to lifting of the restriction during corresponding periods, and an increase in capital reserves shall be recognized in the amount of RMB8,849,717.92 for the current period.

註1：其他資本公積增加為本公司實施限制性股權激勵計劃，以本公司股權授予本公司及子公司員工540萬股，應確認總費用27,594,000.00元，該費用在相應期間內按解除限售比例分期確認，同時增加資本公積，本期確認金額為8,849,717.92元。

#### (37) Other comprehensive income

#### (三十七) 其他綜合收益

		Amount occurs in current period 本期發生額						
		Beginning balance 期初餘額	Amount before income tax in current period 本期所得稅前發生額	Less: Amounts recorded in other comprehensive income in previous period are transferred to current loss or profit 減：前期計入其他綜合收益當期轉入損益	Less: Income tax expense 減：所得稅費用	Amounts attributable to the parent company after tax 稅後歸屬於母公司	Amounts attributable to minority shareholders after tax 稅後歸屬於少數股東	Ending balance 期末餘額
Item	項目	期初餘額	本期所得稅前發生額	其他綜合收益當期轉入損益	減：所得稅費用	稅後歸屬於母公司	稅後歸屬於少數股東	期末餘額
(1) Other comprehensive income that cannot be reclassified into loss or profit in the future	一、以後不能重分類進損益的其他綜合收益							
Among them: changes arising from recalculation of net liabilities and net assets of defined benefit plans	其中：重新計算設定受益計劃淨負債和淨資產的變動	160,000.00						160,000.00
			160,000.00					160,000.00
(2) Other comprehensive income that will be reclassified into loss or profit in the future	二、以後將重分類進損益的其他綜合收益							
Among them: other comprehensive income that can be reclassified to loss or profit under the equity method	其中：權益法下可轉損益的其他綜合收益	2,934,393.89	1,194,001.93			1,078,598.62	115,403.31	4,012,992.51
Difference arising from foreign currency translation in financial statements	外幣財務報表折算差額	6,609.52	-7,990.73			-7,990.73		-1,381.21
		2,927,784.37	1,201,992.66			1,086,589.35	115,403.31	4,014,373.72
Total other comprehensive income	其他綜合收益合計	3,094,393.89	1,194,001.93			1,078,598.62	115,403.31	4,172,992.51

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (38) Special reserves

#### (三十八) 專項儲備

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Cost of safety production	安全生產費	381,371.62	7,949,451.36	7,108,778.75	1,222,044.23

#### (39) Surplus reserves

#### (三十九) 盈餘公積

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Statutory surplus reserves	法定盈餘公積	41,838,334.73			41,838,334.73
Discretionary surplus reserves	任意盈餘公積	2,906,035.91			2,906,035.91
Reserve funds	儲備基金	460,638.52			460,638.52
Enterprise development Funds	企業發展基金	460,638.52			460,638.52
<b>Total</b>	<b>合計</b>	<b>45,665,647.68</b>			<b>45,665,647.68</b>

#### (40) Undistributed profits

#### (四十) 未分配利潤

Item	項目	Current period 本期	Previous period 上年度
Undistributed profits before adjustment at the end of previous period	調整前上期末未分配利潤	-717,353,627.48	-665,678,483.89
Total adjustment of undistributed profits at the beginning of the period	調整期初未分配利潤合計數		
Among them: retroactive adjustment pursuant to "Accounting Standards for Business Enterprises" and related new provisions	其中：《企業會計準則》及相關新規定追溯調整		
Beginning undistributed profits after adjustment	調整後期初未分配利潤	-717,353,627.48	-665,678,483.89
Add: Net profit attributable to owners of the parent company in current period	加：本期歸屬於母公司所有者的淨利潤	7,477,047.53	-51,675,143.59
Less: Appropriation of statutory surplus reserves	減：提取法定盈餘公積		
Appropriation of discretionary surplus reserves	提取任意盈餘公積		
Appropriation of general risk reserves	提取一般風險準備		
Common stock dividends payable	應付普通股股利		
Common stock dividends converted into share capital	轉作股本的普通股股利		
<b>Ending balance of current period</b>	<b>本期期末餘額</b>	<b>-709,876,579.95</b>	<b>-717,353,627.48</b>

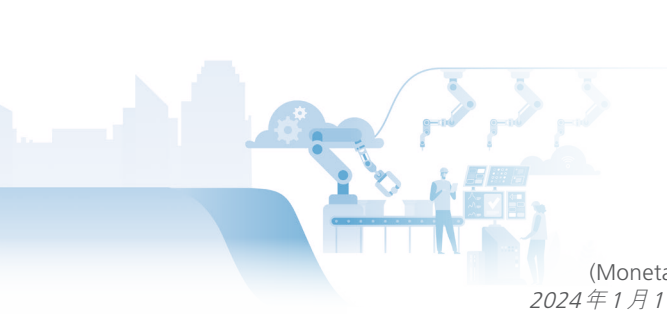
#### (41) Operating revenue and operating costs

#### (四十一) 營業收入、營業成本

##### 1. Situation about operating revenue and operating costs

##### 1. 營業收入和營業成本情況

Item	項目	Amount occurs in current period 本期發生額		Amount occurs in previous period 上期發生額	
		Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Main business	主營業務	1,607,551,480.22	1,317,082,245.31	1,382,714,849.77	1,175,547,941.27
Other business	其他業務	41,308,766.36	23,425,972.99	22,780,842.31	15,876,083.82
<b>Total</b>	<b>合計</b>	<b>1,648,860,246.58</b>	<b>1,340,508,218.30</b>	<b>1,405,495,692.08</b>	<b>1,191,424,025.09</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (41) Operating revenue and operating costs (Continued)

#### (四十一) 營業收入、營業成本(續)

##### 2. Disaggregated information of operating revenue and operating costs

##### 2. 營業收入、營業成本的分解信息

Category of contracts	合同分類	Gas storage and transportation products branch 氣體儲運產品分部		Automation manufacturing equipment system integration branch 自動化製造設備系統集成分部		Other 其他		Total 合計	
		Operating revenue 營業收入	Operating costs 營業成本	Operating revenue 營業收入	Operating costs 營業成本	Operating revenue 營業收入	Operating costs 營業成本	Operating revenue 營業收入	Operating costs 營業成本
Classification by operating area	按經營地區分類								
Among them: Domestic	其中：國內	635,383,874.77	541,575,418.93	266,466,140.26	183,364,371.14	63,735,395.76	16,400,439.96	965,585,410.79	741,340,230.03
Overseas	國外	641,966,069.43	575,742,015.28					641,966,069.43	575,742,015.28
Total	合計	1,277,349,944.20	1,117,317,434.21	266,466,140.26	183,364,371.14	63,735,395.76	16,400,439.96	1,607,551,480.22	1,317,082,245.31

##### 3. Information related to the performance of obligations

The Group usually fulfills obligations within 3 months, and the Group acts as a main responsible person to sell goods. Generally, products are delivered to a location designated by customers, or are delivered in the factory, therefore control of the products is transferred, and there are usually three situations for paying: If a customer has a line of credit, the company can deliver goods whose price is lower than the line of credit. Customer without a line of credit shall pay the whole price of goods before shipment, or the company can arrange shipment after receiving a certain percentage of payment in accordance with relevant terms of the contract. At the same time of shipment or delivering goods to the destination designated by the customer, control of goods will be transferred to the customer, and the Group will obtain an unconditional right to collect payment. The Group does not assume obligations to return money to customers or similar obligation, and its product quality is assured in accordance with the statutory product quality requirements.

##### 4. Information relating to the transaction price apportioned to the remaining performance obligation

The Group evaluates the contract on the contract commencement date, and deems that commitment to transfer goods to customers is not separable from the other commitments in the contract, and that each contract as a whole should be considered as a single performance obligation.

##### 3. 與履約義務相關的信息

本集團履約義務通常的履行時間在3個月以內，本集團作為主要責任人直接進行銷售。一般在產品送達客戶指定地點或在工廠內進行交貨，轉移對產品的控制權，付款方式通常有以下三種情況：有授信額度的在本集團授信額度內進行發貨，無授信額度的客戶，在發貨前全額收款，或者根據合同相關條款收取一定比例的款項後安排發貨，在發貨的同時或者將貨物送達客戶指定的目的地，商品控制權轉移給客戶，本集團取得無條件收款權利。本集團不承擔預期將退還給客戶的款項等類似義務，其產品質量保證按照法定的產品質量要求執行。

##### 4. 與分攤至剩餘履約義務的交易價格相關的信息

本集團於合同開始日對合同進行評估，認為向客戶轉讓商品的承諾與合同中其他承諾不可單獨區分，應將每個合同整體作為一個單項履約義務。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (41) Operating revenue and operating costs (Continued)

5. The total operating revenue of the top five customers of the Group in current period is 381,228,647.62 yuan, accounting for 23.14% of the total operating revenue of current period (previous period: 27.89%), the details are as follows:

Name of entities	單位名稱	Operating revenue 營業收入	Percent in total business revenue (%) 佔全部業務收入總額的比例(%)
Huaxun Electronic Technology Co., LTD	華勳電子科技有限責任公司	97,092,801.85	5.89
Qingdao Haier Refrigeration Electric Appliance Co., LTD.	青島海爾製冷電器有限公司	91,557,522.12	5.56
32024 S.r.l.	32024 S.r.l.	69,840,784.89	4.24
Shenzhen Tenglong Holding Co., LTD	深圳騰龍控股股份有限公司	63,735,395.76	3.87
BUCC (Tianjin) Hydraulic Equipment Co., LTD	巴克立偉(天津)液壓設備有限公司	59,002,143.00	3.58
<b>Total</b>	<b>合計</b>	<b>381,228,647.62</b>	<b>23.14</b>

#### (42) Taxes and surcharges

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Property tax	房產稅	4,478,163.52	2,276,672.79
City maintenance and construction tax	城市維護建設稅	1,598,104.10	1,843,756.42
Stamp tax	印花稅	2,892,426.58	1,400,242.24
Education fees surcharge (including local education fees surcharge)	教育費附加 (含地方教育費附加)	1,361,469.39	1,462,054.80
Land use tax	土地使用稅	843,928.22	853,420.97
Environmental protection tax	環境保護稅	93,338.45	59,015.03
Vehicle and vessel use tax	車船使用稅	6,902.34	8,315.34
Other	其他	14,394.20	8,404.12
<b>Total</b>	<b>合計</b>	<b>11,288,726.80</b>	<b>7,911,881.71</b>

### 五、合併財務報表主要項目註釋(續)

#### (四十一) 營業收入、營業成本(續)

5. 本期本集團前五名客戶營業收入總額381,228,647.62元，佔本期全部營業收入總額的23.14%(上期：27.89%)，具體情況如下：

#### (四十二) 稅金及附加



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (43) Selling expenses

### 五、合併財務報表主要項目註釋(續)

#### (四三) 銷售費用

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Staff salaries	職工薪酬	27,233,278.06	24,834,097.13
Selling service fee	銷售服務費	6,574,996.11	10,501,261.39
Travel expenses	差旅費	3,781,852.02	3,244,579.03
Expenses for business	業務經費	1,182,045.51	1,845,502.82
Exhibition fee	展覽費	1,681,330.60	1,564,499.24
Office expenses	辦公費	1,213,144.66	1,227,452.10
Share-based payment	股份支付	740,950.08	133,980.00
Other	其他	1,927,994.87	1,713,821.31
<b>Total</b>	<b>合計</b>	<b>44,335,591.91</b>	<b>45,065,193.02</b>

#### (44) Administrative expenses

#### (四四) 管理費用

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Staff salaries	職工薪酬	76,075,976.99	72,745,189.72
Depreciation cost	折舊費	8,043,642.59	9,471,450.16
Fees for hiring agencies	聘請中介機構費	6,295,918.14	8,377,182.97
– Fees for audit services	– 審計服務費用	1,967,121.67	2,007,227.02
– Tax service fees	– 稅務服務費用	133,182.14	216,102.01
– Other service charges	– 其他服務費用	1,290,226.97	2,727,697.16
– Lawyer service fee	– 律師服務費	2,905,387.36	3,426,156.78
Amortization of intangible assets	無形資產攤銷	6,043,134.09	5,779,377.70
Office expenses	辦公費	4,357,699.35	3,264,291.75
Energy cost	能源費	2,837,327.64	2,520,228.94
Vehicle expense	車輛費用	1,562,309.88	1,968,322.55
Repair charge	修理費	590,404.33	1,505,779.21
Travel expense	差旅費	1,913,336.41	1,151,379.49
Share-based payment	股份支付	6,038,742.34	925,348.51
Business entertainment expense	業務招待費	964,677.70	788,274.92
Other	其他	13,063,382.63	11,980,399.40
<b>Total</b>	<b>合計</b>	<b>127,786,552.09</b>	<b>120,477,225.32</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (45) R&D expenses

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Research and development costs	研發費用	69,021,375.00	66,447,976.37
<b>Total</b>	<b>合計</b>	<b>69,021,375.00</b>	<b>66,447,976.37</b>

#### (46) Financial expenses

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Interest expense	利息費用	18,115,965.90	18,182,783.46
Less: Interest income	減：利息收入	5,275,823.47	4,618,837.01
Income from currency translation	匯兌收益	1,857,499.75	626,096.10
Add: Loss from currency translation	加：匯兌損失	136,785.42	31,136.00
Other expenses	其他支出	604,177.42	589,238.62
<b>Total</b>	<b>合計</b>	<b>11,723,605.52</b>	<b>13,558,224.97</b>

#### (47) Other income

Sources that generate other income	產生其他收益的來源	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Government subsidies	政府補助	1,506,402.82	4,339,923.21
Deferred income carry-over	遞延收益轉入	2,702,286.21	6,040,129.43
Additional deduction of input tax	進項稅加計扣除	8,110,720.56	103,889.12
Refund of service charge for individual income tax	個稅手續費返還	220,725.12	7,822.37
<b>Total</b>	<b>合計</b>	<b>12,540,134.71</b>	<b>10,491,764.13</b>

#### (48) Investment income

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Income from long-term equity investments calculated by the equity method	權益法核算的長期股權投資收益	6,006,496.51	11,855,196.49
Income from debt restructuring	債務重組收益	11,007,756.35	115,344.66
Investment income from disposal of long-term equity investments	處置長期股權投資產生的投資收益		28,213.46
<b>Total</b>	<b>合計</b>	<b>17,014,252.86</b>	<b>11,998,754.61</b>

### 五、合併財務報表主要項目註釋(續)

#### (四十五) 研發費用

#### (四十六) 財務費用

#### (四十七) 其他收益

#### (四十八) 投資收益

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (49) Credit impairment loss

### 五、合併財務報表主要項目註釋(續)

#### (四十九) 信用減值損失

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Bad debt loss of accounts receivable	應收賬款壞賬損失	-11,412,049.70	-5,090,890.29
Bad debt loss for other receivables	其他應收款壞賬損失	50,641.56	13,711.86
<b>Total</b>	<b>合計</b>	<b>-11,361,408.14</b>	<b>-5,077,178.43</b>

#### (50) Asset impairment loss

#### (五十) 資產減值損失

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Loss from inventory depreciation, and impairment loss on contract performance costs	存貨跌價損失及合同履約成本減值損失	-18,228,852.08	-31,192,982.08
Impairment loss on fixed assets	固定資產減值損失	-3,965,673.92	-1,203,408.10
Impairment loss on contract assets	合同資產減值損失	-411,752.80	
<b>Total</b>	<b>合計</b>	<b>-22,606,278.80</b>	<b>-32,396,390.18</b>

#### (51) Income of assets disposal

#### (五十一) 資產處置收益

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Income of non-current assets disposal	非流動資產處置收益	171,297.46	123,479.33
Among them: Income of fixed assets disposal	其中: 固定資產處置收益	171,297.46	123,479.33
<b>Total</b>	<b>合計</b>	<b>171,297.46</b>	<b>123,479.33</b>

#### (52) Non-operating revenue

#### (五十二) 營業外收入

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額	Amount to be included in non-recurring gain or loss in current period 計入本期非經常性損益的金額
Payable approved not to be paid	經批准無需支付的應付款項		667,731.43	
Income from compensation for contract breach	違約賠償收入	764,108.82	384,657.70	764,108.82
Income from license plate auction	車牌拍賣收入		318,980.00	
Compensation income	賠償金收入		191,900.00	
Income from disposal of scrapped and damaged assets	報廢、毀損資產處置收入		42,772.60	
Other	其他	350,361.86	129,011.42	350,361.86
<b>Total</b>	<b>合計</b>	<b>1,114,470.68</b>	<b>1,735,053.15</b>	<b>1,114,470.68</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (53) Non-operating expenses

### 五、合併財務報表主要項目註釋(續)

#### (五十三) 營業外支出

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額	Amount to be included in non-recurring gain or loss in current period 計入本期非經常性損益的金額
Loss from destruction and scrapping of non-current assets	非流動資產毀損報廢損失	497,183.79	263,307.79	497,183.79
Among them: Loss from destruction and scrapping of fixed assets	其中：固定資產毀損報廢損失	497,183.79	263,307.79	497,183.79
Compensation payout	賠償金支出	791,599.12	409,244.80	791,599.12
Compensation for contract breach, fine, overdue payment	違約金、罰款、滯納金等	9,601.77	155,525.16	9,601.77
Donation for others	對外捐贈	30,000.00	30,000.00	30,000.00
Other	其他	2,500.00	800.00	2,500.00
<b>Total</b>	<b>合計</b>	<b>1,330,884.68</b>	<b>858,877.75</b>	<b>1,330,884.68</b>

#### (54) Income tax expenses

##### 1. Income tax expenses

#### (五十四) 所得稅費用

##### 1. 所得稅費用

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Current income tax calculated in accordance with the tax law and relevant regulations	按稅法及相關規定計算的當期所得稅	21,367,142.71	21,926,975.37
– Corporate income tax in Chinese Mainland	– 中國大陸企業所得稅	17,369,142.76	17,545,930.30
– Profits tax in China Hong Kong	– 中國香港利得稅	–	–
– Other regions (USA)	– 其他地區(美國)	3,997,999.95	4,381,045.07
Deferred income tax expense	遞延所得稅費用	-4,174,560.67	952,792.73
<b>Total</b>	<b>合計</b>	<b>17,192,582.04</b>	<b>22,879,768.10</b>

As the Group has no taxable income in Hong Kong during the reporting period (previous period: none), so there is no Hong Kong profits tax.

由於本集團於報告期內在無香港無應納稅收入(上期內：無)，故並無香港所得稅。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (54) Income tax expenses (Continued)

#### (五十四) 所得稅費用(續)

##### 2. Adjustment process of accounting profit and income tax expenses

##### 2. 會計利潤與所得稅費用調整過程

Item	項目	Amount occurs in current period 本期發生額
Total consolidated profit in current period	本期合併利潤總額	39,737,761.05
Income tax expense calculated by a statutory applicable tax rate	按法定適用稅率計算的所得稅費用	9,934,440.26
Influence of different tax rates applied to subsidiaries	子公司適用不同稅率的影響	-4,065,947.69
Influence of adjustment of income tax for previous periods	調整以前期間所得稅的影響	-257,139.85
Influence of non-deductible costs, expenses and losses	不可抵扣的成本、費用和損失的影響	1,129,298.96
Influence of non-taxable income	非應稅收入的影響	-4,601,352.84
Influence of using deductible losses of unrecognized deferred tax assets in previous periods	使用前期未確認遞延所得稅資產的可抵扣虧損的影響	-554,855.20
Influence of deductible temporary differences and deductible losses of recognized deferred income taxes in previous periods	以前年度已確認遞延所得稅的可抵扣暫時性差異和可抵扣虧損的影響	
Influence of deductible temporary differences and deductible losses of unrecognized deferred income taxes in current period	本期未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	25,947,277.49
Additional deduction for research and development expenses and other expenses	研發費用等費用項目加計扣除	-9,798,448.63
Other	其他	-540,690.46
<b>Total</b>	<b>合計</b>	<b>17,192,582.04</b>

#### (55) Other comprehensive income

For details, see "V. (37) Other Comprehensive Income" in this notes.

#### (五十五) 其他綜合收益

詳見本附註「五、(三十七)其他綜合收益」相關內容。

#### (56) Items of cash flow statements

#### (五十六) 現金流量表項目

##### 1. Cash related to operating activities

##### 1. 與經營活動有關的現金

##### 1) Cash received relating to other operating activities

##### 1) 收到的其他與經營活動有關的現金

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Recovery of security deposits, deposits and petty cash	收回保證金、押金及備用金	7,958,223.53	24,731,857.85
Government subsidy	政府補助	9,659,395.50	13,715,707.20
Interest income	利息收入	4,556,417.34	4,323,028.82
Current money	往來款	2,207,762.45	1,652,178.26
Fine	罰款	409,478.90	47,700.00
Other	其他	8,493,637.03	16,459,582.12
<b>Total</b>	<b>合計</b>	<b>33,284,914.75</b>	<b>60,930,054.25</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (56) Items of cash flow statements (Continued)

1. Cash related to operating activities (Continued)
- 2) Cash paid for other operating activities

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Security deposits, deposits	保證金、押金	104,005,216.76	58,082,992.07
Various expenses	各項費用	59,059,540.01	40,812,343.35
Current money	往來款	4,961,233.90	4,109,221.02
Service charge	手續費	586,949.34	353,431.33
Fine	罰款		150,844.27
Other	其他	8,628,804.04	3,223,915.80
<b>Total</b>	<b>合計</b>	<b>177,241,744.05</b>	<b>106,732,747.84</b>

2. Cash related to financing activities

- 1) Cash received relating to other financing activities

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Special fund for hydrogen energy advanced science and technology industry development projects	氫能前沿科技產業發展項目專項資金		140,000,000.00
Funds for stock equity incentive	股權激勵款		39,582,000.00
<b>Total</b>	<b>合計</b>		<b>179,582,000.00</b>

- 2) Cash paid relating to other financing activities

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Rent of operating lease	經營租賃租金	28,153,771.01	27,861,688.04
<b>Total</b>	<b>合計</b>	<b>28,153,771.01</b>	<b>27,861,688.04</b>

### 五、合併財務報表主要項目註釋(續)

#### (五十六) 現金流量表項目(續)

1. 與經營活動有關的現金(續)
- 2) 支付的其他與經營活動有關的現金

Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
104,005,216.76	58,082,992.07
59,059,540.01	40,812,343.35
4,961,233.90	4,109,221.02
586,949.34	353,431.33
	150,844.27
8,628,804.04	3,223,915.80
<b>177,241,744.05</b>	<b>106,732,747.84</b>

2. 與籌資活動有關的現金

- 1) 收到其他與籌資活動有關的現金

Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
	140,000,000.00
	39,582,000.00
	<b>179,582,000.00</b>

- 2) 支付的其他與籌資活動有關的現金

Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
28,153,771.01	27,861,688.04
<b>28,153,771.01</b>	<b>27,861,688.04</b>



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (56) Items of cash flow statements (Continued)

#### (五十六) 現金流量表項目(續)

##### 2. Cash related to financing activities (Continued)

##### 2. 與籌資活動有關的現金(續)

##### 3) Movement in liabilities arising from financing activities

##### 3) 籌資活動產生的各項負債變動

Item	項目	Beginning balance 期初餘額	Increase in current period 本期增加	
			Change of cash 現金變動	Change of non-cash items 非現金變動
Long-term payable	長期應付款	253,207,700.00		
Lease liabilities	租賃負債	234,016,247.39	-	25,143,952.50
Lease liabilities due within one year	一年內到期的租賃負債	15,339,940.56	-	14,129,106.71
Long-term loan due within one year	一年內到期的長期借款			1,650,000.00
Long-term loan	長期借款	70,000,000.00	65,000,000.00	
Short-term loan	短期借款	140,000,000.00	230,000,000.00	
<b>Total</b>	<b>合計</b>	<b>712,563,887.95</b>	<b>295,000,000.00</b>	<b>40,923,059.21</b>

(continued table)

(續表)

Item	項目	Decrease in current period 本期減少		
		Change of cash 現金變動	Change of non-cash items 非現金變動	Ending balance 期末餘額
Long-term payable	長期應付款			253,207,700.00
Lease liabilities	租賃負債	25,368,122.69	13,704,827.50	220,087,249.70
Lease liabilities due within one year	一年內到期的租賃負債	2,785,648.32	12,754,401.23	13,928,997.72
Long-term loan due within one year	一年內到期的長期借款			1,650,000.00
Long-term loan	長期借款		1,650,000.00	133,350,000.00
Short-term loan	短期借款	140,000,000.00		230,000,000.00
<b>Total</b>	<b>合計</b>	<b>168,153,771.01</b>	<b>28,109,228.73</b>	<b>852,223,947.42</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (57) Supplementary information to the consolidated cash flow statement

#### (五十七) 合併現金流量表補充資料

##### 1. Supplementary information to the cash flow statement

##### 1. 現金流量表補充資料

Item	項目	Amount in current period 本期金額	Amount in previous period 上期金額
<b>1. Adjust net profit into cash flow from operating activities:</b>	<b>1. 將淨利潤調節為經營活動現金流量：</b>		
Net profit	淨利潤	22,545,179.01	-76,251,997.64
Add: Asset impairment loss	加：資產減值準備	22,606,278.80	32,396,390.18
Credit impairment loss	信用減值損失	11,361,408.14	5,077,178.43
Depreciation of fixed assets	固定資產折舊	54,193,655.80	53,865,644.65
Depreciation of right-of-use assets	使用權資產折舊	18,559,983.41	18,363,090.29
Amortization of intangible assets	無形資產攤銷	10,488,899.52	10,547,674.06
Amortization of long-term deferred expenses	長期待攤費用攤銷	2,030,833.86	2,580,817.28
Loss from disposal of fixed assets, intangible assets and other long-term assets (income is listed with "-")	處置固定資產、無形資產和其他長期資產的損失(收益以「-」填列)	-171,297.46	-123,479.33
Loss from destruction and scrapping of fixed assets (income is listed with "-")	固定資產報廢損失(收益以「-」填列)	497,183.79	220,535.19
Loss from changes in fair value (income is listed with "-")	公允價值變動損失(收益以「-」填列)		
Financial expenses(income is listed with "-")	財務費用(收益以「-」填列)	16,134,225.73	17,616,197.95
Investment loss(income is listed with "-")	投資損失(收益以「-」填列)	-17,014,252.86	-11,998,754.61
Decrease in deferred income tax assets (increase is listed with "-")	遞延所得稅資產的減少(增加以「-」填列)	1,188,718.41	6,093,385.57
Increase in deferred income tax liabilities (decrease is listed with "-")	遞延所得稅負債的增加(減少以「-」填列)	-5,363,279.08	-5,140,592.84
Decrease in inventory (increase is listed with "-")	存貨的減少(增加以「-」填列)	-51,735,897.78	-21,328,808.87
Decrease in operating receivables (increase is listed with "-")	經營性應收項目的減少(增加以「-」填列)	-193,089,923.14	-78,138,160.63
Increase in operating payable (decrease is listed with "-")	經營性應付項目的增加(減少以「-」填列)	40,172,796.85	116,939,221.37
Other	其他	10,002,825.04	-4,358,418.73
Net cash flow from operating activities	經營活動產生的現金流量淨額	-57,592,661.96	66,359,922.32
<b>2. Major investments and financing activities that do not involve receipt and payment of cash:</b>	<b>2. 不涉及現金收支的重大投資和籌資活動：</b>		
Debt is converted into capital	債務轉為資本	-	-
Convertible corporate bonds maturing within one year	一年內到期的可轉換公司債券		
Fixed assets acquired from financial lease	融資租入固定資產		
<b>3. Net changes in cash and cash equivalents:</b>	<b>3. 現金及現金等價物淨變動情況：</b>		
Ending balance of cash	現金的期末餘額	410,572,389.38	429,848,818.45
Less: Beginning balance of cash	減：現金的年初餘額	429,848,818.45	263,802,199.98
Add: Ending balance of cash equivalents	加：現金等價物的期末餘額	0.00	0.00
Less: Beginning balance of cash equivalents	減：現金等價物的年初餘額	0.00	0.00
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	-19,276,429.07	166,046,618.47

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

### 五、合併財務報表主要項目註釋(續)

#### (57) Supplementary information to the consolidated cash flow statement (Continued)

#### (五十七) 合併現金流量表補充資料(續)

##### 2. Cash and cash equivalents

##### 2. 現金和現金等價物

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Cash	現金	410,572,389.38	429,848,818.45
Among them: Cash on hand	其中：庫存現金	121,849.68	129,917.68
Unrestricted bank deposits	可隨時用於支付的銀行存款	410,450,539.70	429,718,900.77
Unrestricted other monetary funds	可隨時用於支付的其他貨幣資金		0.00
Cash equivalents	現金等價物		0.00
Ending balance of cash and cash equivalents	期末現金和現金等價物餘額	410,572,389.38	429,848,818.45
Among them: Restricted cash and cash equivalents of the parent company or subsidiaries within the Group	其中：母公司或集團內子公司使用受限制的現金和現金等價物	0.00	0.00

3. There is no restricted funds who belong to cash and cash equivalents in current period.

3. 本期不存在使用範圍受限但仍屬於現金及現金等價物列示的情況。

4. Cash at bank and on hand that does not belong to cash and cash equivalents

4. 不屬於現金及現金等價物的貨幣資金

Item 項目	Amount in current period 本期金額	Amount in previous period 上期金額	Reasons why not belonging to cash and cash equivalents 不屬於現金及現金等價物的理由
Security deposit for bank acceptance bill	69,544,018.02	65,688,058.02	A situation exists that payment and withdrawal can not be made at will due to pledge and freezing 存在質押、凍結等無法隨時支取情形
銀行承兌匯票保證金			
Security deposit for letter of credit	1,639,488.83	7,228,638.76	
信用證保證金			
Security deposit for letter of guarantee		500.69	
保函保證金			A situation exists that payment and withdrawal can not be made at will due to pledge and freezing 存在質押、凍結等無法隨時支取情形
Frozen by litigation	1,232,613.74		
訴訟凍結			A situation exists that payment and withdrawal can not be made at will due to pledge and freezing 存在質押、凍結等無法隨時支取情形
Total 合計	72,416,120.59	72,917,197.47	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (58) Monetary items in foreign currency

##### 1. Monetary items in foreign currency

Item	項目	Ending balance of foreign currency 期末外幣餘額	Exchange rate 折算匯率	Ending balance in RMB 期末折算人民幣餘額
Cash at bank and on hand	貨幣資金			45,306,029.25
Of which: USD	其中：美元	5,670,306.84	7.1884	40,760,433.69
HK Dollar	港幣	15,779.08	0.9260	14,611.43
Euro	歐元	602,068.13	7.5257	4,530,984.13
Accounts receivable	應收賬款			65,667,229.75
Of which: USD	其中：美元	6,255,539.29	7.1884	44,967,318.61
Euro	歐元	2,750,562.89	7.5257	20,699,911.14
Accounts payable	應付賬款			18,566,740.28
Of which: USD	其中：美元	2,582,875.22	7.1884	18,566,740.28
Other payable	其他應付款			2,570,092.80
Of which: USD	其中：美元	1,160.83	7.1884	8,344.52
Euro	歐元	340,400.00	7.5257	2,561,748.28

##### 2. Overseas business entities

BTIC America Corporation, a subsidiary of the Company, is registered in Houston, United States, and BTIC America Corporation uses US dollars as its accounting standard currency. Jingcheng Holding (Hong Kong) Co., Ltd., a subsidiary of the Company, is registered in Hong Kong, and Jingcheng Holding (Hong Kong) Co., Ltd. uses the US dollar as its accounting standard currency.

##### 2. 境外經營實體

本公司之下屬公司天海美洲公司註冊地為美國休斯頓，以美元為記賬本位幣。本公司之子公司京城控股(香港)有限公司註冊地為香港，以美元為記賬本位幣。

#### (59) Lease

##### 1. The Group as the lessee

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Interest expense of lease liabilities	租賃負債利息費用	10,834,315.00	11,445,315.03
Short-term lease expenses recorded in current loss or profit with simplified treatment	計入當期損益的採用簡化處理的短期租賃費用	3,018,638.26	3,003,183.01
Lease expenses for low-value assets (other than short-term lease) recorded in current loss or profit with simplified treatment	計入當期損益的採用簡化處理的低價值資產租賃費用(短期租賃除外)	0.00	0.00
Variable lease payments not included in the measurement of lease liabilities	未納入租賃負債計量的可變租賃付款額	0.00	0.00
Among them: parts of leaseback transaction	其中：售後租回交易產生部分	0.00	0.00
Income from sublease of right-of-use assets	轉租使用權資產取得的收入	63,735,395.76	63,735,395.76
Total cash outflow related to lease	與租賃相關的總現金流出	31,172,409.27	30,203,148.67
Related loss or profit arising from leaseback transaction	售後租回交易產生的相關損益	0.00	0.00
Cash inflow from leaseback transaction	售後租回交易現金流入	0.00	0.00
Cash outflow from leaseback transaction	售後租回交易現金流出	0.00	0.00

#### (五十九) 租賃

##### 1. 本集團作為承租方

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### V. Notes to Major Items in Consolidated Financial Statements (Continued)

#### (59) Lease (Continued)

2. The Group as the lessor  
*Operating leases in which the Group acts as a lessor*

### 五、合併財務報表主要項目註釋(續)

#### (五十九) 租賃(續)

2. 本集團作為出租方  
本集團作為出租人的經營租賃

		Lease income	In which: Income related to variable lease payments not included in lease income 其中：未計入租賃收款額的可變租賃付款額相關的收入
Item	項目	租賃收入	
Operating lease	經營租賃	63,735,395.76	0.00

### VI. R&d expenditure

### 六、研發支出

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Direct input material	直接投入材料	23,346,623.54	23,326,500.13
Expenditures of staff	人員人工費用	32,091,091.05	28,199,631.92
Depreciation expense	折舊費用	1,117,838.37	153,792.24
Test fee	試驗費	9,581,628.07	10,758,026.49
Other	其他	2,884,193.97	4,010,025.59
<b>Total</b>	<b>合計</b>	<b>69,021,375.00</b>	<b>66,447,976.37</b>
Among them: Expensed research and development expenditure	其中：費用化研發支出	69,021,375.00	66,447,976.37

### VII. Changes in the scope of consolidation

- (1) **Business combination not under common control**  
There is no business combination not under common control in current period.

- (2) **Business combination under common control**  
There is no business combination under common control in current period.

### 七、合併範圍的變化

- (一) **非同一控制下企業合併**  
本期未發生非同一控制下企業合併。

- (二) **同一控制下企業合併**  
本期未發生同一控制下企業合併。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### VIII. Rights and interests in other entities

#### (1) Rights and interests in subsidiaries

##### 1. The composition of enterprise group

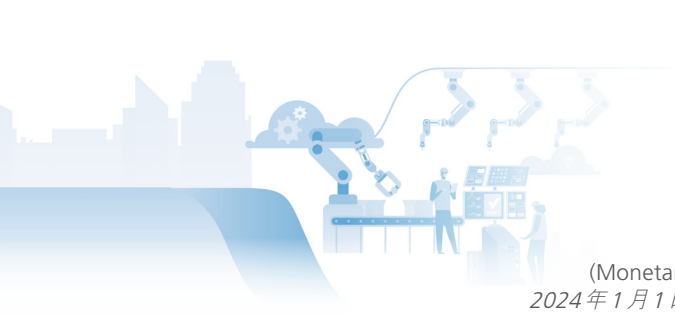
### 八、在其他主體中的權益

#### (一) 在子公司中的權益

##### 1. 企業集團的構成

Name of subsidiaries 子公司名稱	Main business location 主要經營地	Registration place 註冊地	Nature of business 業務性質
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Production 生產
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	Bonded Area in Tianjin Port 天津港保稅區	Bonded Area in Tianjin Port 天津港保稅區	Production 生產
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司	Songjiang District, Shanghai 上海市松江區	Songjiang District, Shanghai 上海市松江區	Production 生產
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
BTIC America Corporation 天海美洲公司	Houston, United States 美國休斯頓	Houston, United States 美國休斯頓	Selling 銷售
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	Chengde, Hebei Province 河北省承德市	Chengde, Hebei Province 河北省承德市	Production 生產
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Trading, investment 貿易、投資
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	High-tech District, Qingdao 青島市高新區	Licang District, Qingdao 青島市李滄區	Production 生產
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Property service, lease 物業、租賃





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

VIII. Rights and interests in other entities (Continued)  
(1) Rights and interests in subsidiaries (Continued)  
1. The composition of enterprise group (Continued)

八、在其他主體中的權益(續)  
(一) 在子公司中的權益(續)  
1. 企業集團的構成(續)

(continued table) (續表)

Name of subsidiaries 子公司名稱	Registered capital 註冊資本	Shareholding ratio (%) 持股比例(%)		Method of acquisition 取得方式
		Direct 直接	Indirect 間接	
Beijing Tianhai Industry Co., Ltd.	748,759,761.19 yuan	100.00		Business combination under common control
北京天海工業有限公司	74,875.976119萬元			同一控制下企業合併
Tianjin Tianhai High Pressure Container Co., Ltd.	225,578,400 yuan		55.00	Establishment
天津天海高壓容器有限責任公司	22,557.84萬元			設立
Shanghai Tianhai Composite Cylinders Co., Ltd.	\$2,650,090		87.84	Business combination under common control
上海天海複合氣瓶有限公司	265.009萬美元			同一控制下企業合併
Beijing Tianhai Cryogenic Equipment Co., Ltd.	40,000,000 yuan		75.00	Establishment
北京天海低溫設備有限公司	4,000.00萬元			設立
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.	360,000,000 yuan		100.00	Business combination under common control
北京天海氫能裝備有限公司	3,600.00萬元			同一控制下企業合併
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.	545,225,228 yuan		38.51	Establishment
北京明暉天海氣體儲運裝備銷售有限公司	54,522.5228萬元			設立
BTIC America Corporation	680.00 shares		90.00	Business combination not under common control
天海美洲公司	680.00股			非同一控制下企業合併
Kuancheng Tianhai Pressure Container Co., Ltd.	81,584,000 yuan		61.10	Establishment
寬城天海壓力容器有限公司	8,158.40萬元			設立
Jingcheng Holding (Hong Kong) Co., Ltd.	1,000HKD	100.00		Business combination under common control
京城控股(香港)有限公司	1,000港幣			同一控制下企業合併
Qingdao BYTQ United Digital Intelligence Co., Ltd.	21,418,633 yuan	81.45		Business combination not under common control
青島北洋天青數聯智能有限公司	2,141.8633萬元			非同一控制下企業合併
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	80,000,000 yuan		51.00	Business combination not under common control
北京京城海通科技文化發展有限公司	8,000.00萬元			非同一控制下企業合併

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (1) Rights and interests in subsidiaries (Continued)

1. **The composition of enterprise group (Continued)**  
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. was established on November 27, 2012, with a registered capital of 10 million yuan, all funded by Beijing Tianhai. After two times of capital increases, on December 31, 2024, the registered capital of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. was 545,225,228 yuan, of which Beijing Tianhai contributed 210,000,000 yuan, accounting for 38.51% of the registered capital. Beijing Jingguofa Equity Investment Fund (Limited Partnership) contributed 170,412,703.00 yuan, accounting for 31.26% of the registered capital, and Beijing Bus Media Co., Ltd. contributed 164,812,525.00 yuan, accounting for 30.23% of the registered capital.

According to regulations of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., LTD.: Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. has a total of 5 directors, of which 3 directors are nominated by Beijing Tianhai. And 1 director is respectively nominated by Beijing Jingguofa Equity Investment Fund (Limited Partnership) and Beijing Bus Media Co., LTD. Except for significant matters such as the sale of all assets of the company, which requires more than two-thirds of the board of directors to vote, checking of the company's business plans and investment plans, and the decision on the establishment of the company's internal management organization shall be approved by more than half of all directors. Management shall be dispatched by Beijing Tianhai. Beijing Tianhai can exercise control over Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., LTD., so it is included in the scope of consolidated statements.

2. **Significant non-wholly-owned subsidiaries**

Name of subsidiaries	Minority shareholders' shareholding ratio(%)	Current loss or profit attributable to minority shareholders	Other comprehensive income attributable to minority shareholders in current period	Change in capital reserve in current period	Decreased investment from minority shareholders in current period	Dividends paid to minority shareholders in current period	Current ending balance of minority shareholders' equity
子公司名稱	少數股東持股比例(%)	本期歸屬於少數股東的損益	少數股東的其他綜合收益	本期資本公積變動	本期少數股東減資	本期向少數股東支付的股利	本期期末少數股東權益餘額
Qingdao BYTQ United Digital Intelligence Co., Ltd.	18.55	8,180,522.40		99,648.51			59,081,465.21
BTIC America Corporation	10.00	1,459,408.86	115,403.31	12,966.63		851,745.21	6,005,717.22
Tianjin Tianhai High Pressure Container Co., Ltd.	45.00	6,027,678.53		383,441.63			78,573,420.26

### 八、在其他主體中的權益(續)

#### (一) 在子公司中的權益(續)

1. **企業集團的構成(續)**  
北京明暉天海氣體儲運裝備銷售有限公司成立於2012年11月27日，成立時註冊資本為1,000萬元，全部由北京天海出資。經過兩次增資，截至2024年12月31日北京明暉天海氣體儲運裝備銷售有限公司註冊資本為54,522.5228萬元，其中北京天海出資210,000,000元，佔註冊資本的38.51%，北京京國發股權投資基金(有限合夥)出資170,412,703.00元，佔註冊資本的31.26%，北京巴士傳媒股份有限公司出資164,812,525.00元，佔註冊資本的30.23%。

根據北京明暉天海氣體儲運裝備銷售有限公司的公司章程規定：北京明暉天海氣體儲運裝備銷售有限公司共有5名董事，其中北京天海提名3名，北京京國發股權投資基金(有限合夥)和北京巴士傳媒股份有限公司各提名1名，除出售公司全部資產等重大事項需要董事會三分之二以上表決外，審定公司的經營計劃和投資方案、決定公司內部管理機構的設置等事項由全體董事中過半數的董事同意。管理層也均由北京天海派出。北京天海可以對北京明暉天海氣體儲運裝備銷售有限公司實施控制，因此將其納入合併報表範圍。

2. **重要的非全資子公司**

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (2) Principal financial information of significant non-wholly-owned subsidiaries

### 八、在其他主體中的權益(續)

#### (二) 重要非全資子公司的主要財務信息

Name of subsidiaries	子公司名稱	Ending balance 期末餘額					
		Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd	青島北洋天青數聯智能有限公司	391,917,013.35	78,906,838.17	470,823,851.52	127,923,670.08	9,442,034.31	137,365,704.39
BTIC America Corporation	天海美洲公司	79,170,652.41	45,084.50	79,215,736.91	13,661,020.99		13,661,020.99
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	149,849,232.26	156,792,629.46	306,641,861.72	129,067,528.69		129,067,528.69

(Continued Table 1)

(續表1)

Name of subsidiaries	子公司名稱	Beginning balance 期初餘額					
		Current assets 流動資產	Non-current assets 非流動資產	Total assets 資產合計	Current liabilities 流動負債	Non-current liabilities 非流動負債	Total liabilities 負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd	青島北洋天青數聯智能有限公司	374,142,694.45	77,755,377.13	451,898,071.58	154,813,430.09	9,957,875.10	164,771,305.19
BTIC America Corporation	天海美洲公司	62,658,647.45	63,746.00	62,722,393.45	4,943,159.39		4,943,159.39
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	141,805,045.78	159,064,320.81	300,869,366.59	132,680,632.03		132,680,632.03

(continued Table 2)

(續表2)

Name of subsidiaries	子公司名稱	Amount occurs in current period 本期發生額			
		Operating revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flow from operating activities 經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd	青島北洋天青數聯智能有限公司	266,483,534.33	45,794,191.99	45,794,191.99	63,779,648.94
BTIC America Corporation	天海美洲公司	290,205,345.25	14,594,088.58	15,748,121.64	7,649,544.08
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	467,825,127.60	8,533,505.97	8,533,505.97	-1,963,493.65

(continued Table 3)

(續表3)

Name of subsidiaries	子公司名稱	Amount occurs in previous period 上期發生額			
		Operating revenue 營業收入	Net profit 淨利潤	Total comprehensive income 綜合收益總額	Cash flow from operating activities 經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd	青島北洋天青數聯智能有限公司	222,903,908.61	42,967,906.27	42,967,906.27	52,459,161.28
BTIC America Corporation	天海美洲公司	240,964,992.03	16,481,074.44	17,492,179.46	11,619,603.69
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限責任公司	461,270,086.81	771,727.83	771,727.83	-37,888.91

#### (3) Share of owner's equity in subsidiaries changes, but still controls such subsidiaries.

None.

#### (三) 在子公司的所有者權益份額發生變化且仍控制子公司的情况

無。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (4) Rights and interest in joint ventures or associates

##### 1. Joint ventures or associates

Name of joint ventures or associates	Main operating area	Registration place	Nature of business	Shareholding ratio (%)	Accounting methods for investment in joint ventures or associates
合營企業或聯營企業名稱	主要經營地	註冊地	業務性質	持股比例(%)	對合營企業或聯營企業投資的會計處理方法
				Direct 直接	Indirect 間接
Jiangsu Tianhai Special Equipment Co., LTD	Zhenjiang	Zhenjiang	Production	27.461	Equity method
江蘇天海特種裝備有限公司	鎮江市	鎮江市	生產		權益法
Beijing Bolken Energy Saving Technology Co., LTD.	Beijing	Beijing	Production	9.93	Equity method
北京伯肯節能科技股份有限公司	北京市	北京市	生產		權益法
Hubei Jingyuan Xihai Automobile Industry Co., LTD	Shiyan	Shiyan	Production	24.00	Equity method
湖北經遠西海汽車工業有限公司	十堰市	十堰市	生產		權益法
Shanxi Haichaung Shengshi Hydrogen Energy Technology Co., LTD	Xianyang	Xianyang	Production	49.00	Equity method
陝西海創盛世氫能科技有限公司	咸陽市	咸陽市	生產		權益法

- 1) Jiangsu Tianhai Special Equipment Co., LTD (Hereinafter referred to as Jiangsu Tianhai) was established on April 27, 2015, with a registered capital of 80 million yuan, it is jointly funded by Beijing Tianhai and Nanjing Bibo Industry and Trade Co., LTD. (hereinafter referred to as Nanjing Bibo), and Beijing Tianhai invests 28 million yuan and holds 35% equity.

Beijing Tianhai Industry Co., LTD made an investment of 9.8558 million yuan of welded cylinders and acetylene cylinders (please refer to an estimated price of 9.8558 million yuan for equipment by Beijing Fangxin Asset Evaluation Co., LTD, in a document named "Asset Evaluation Report for the Machine Equipment Investment Project of Beijing Tianhai Industrial Co., LTD.", with a document number of FPBZ2015011), and a patent for welded cylinders and acetylene cylinders worth 18.1442 million yuan, use right for patent technology (Please refer to "Asset Evaluation Report for Beijing Tianhai Industry Co., LTD.'s external Investment, Intangible Assets Project" made by Beijing Fangxin Asset Evaluation Co., LTD., the document number was FPBZ2015010). Total investment was 28 million yuan, accounting for 35% of the shares, and Nanjing BiBo contributed 52 million yuan in cash, accounting for 65% of the shares.

In 2021, the new shareholder of Jiangsu Tianhai – Yucheng Entrepreneurship made an investment of 21,962,938.00 yuan to Jiangsu Tianhai, and the shareholding ratio of Beijing Tianhai in Jiangsu Tianhai was passively diluted from 35.00% to 27.4610%.

### 八、在其他主體中的權益(續)

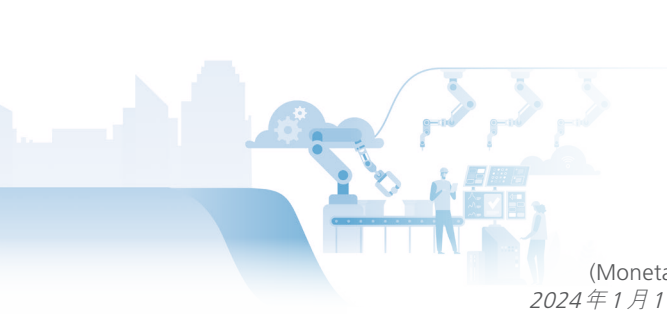
#### (四) 在合營企業或聯營企業中的權益

##### 1. 合營企業或聯營企業

- 1) 江蘇天海特種裝備有限公司(以下簡稱江蘇天海)成立於2015年4月27日。註冊資本8,000萬元人民幣，由北京天海與南京畢博工貿實業有限公司(以下簡稱南京畢博)合資設立，其中北京天海出資2,800萬元，持有其35%股權。

北京天海工業有限公司以價值985.58萬元的焊接瓶和乙炔瓶設備投資(以北京方信資產評估有限公司方評報字第2015011號《北京天海工業有限公司機器設備投資項目資產評估報告書》設備評估值985.58萬元為參考)及作價1,814.42萬元的焊接瓶和乙炔瓶專利、專有技術使用權(以北京方信資產評估有限公司方評報字第2015010號《北京天海工業有限公司對外投資無形資產項目資產評估報告書》為參考)共計2,800萬元出資，佔股35%，南京畢博以現金5,200萬元出資，佔股65%。

2021年江蘇天海新增股東鈺成創業對江蘇天海增資21,962,938.00元，北京天海持有江蘇天海的股權比例由35.00%被動稀釋為27.4610%。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (4) Rights and interest in joint ventures or associates

(Continued)

##### 1. Joint ventures or associates (Continued)

###### 1) (Continued)

The board of directors of Jiangsu Tianhai is composed of 5 directors, including: 1 director nominated by Beijing Tianhai, 3 directors nominated by Nanjing Bibo, and 1 director nominated by Yucheng Entrepreneurship; Jiangsu Tianhai does not set up a board of supervisors, but sets up 2 supervisors, of which: Beijing Tianhai and Nanjing Bibo nominated 1 supervisor separately; Jiangsu Tianhai has a general manager, nominated by Nanjing Bibo; 1 manager in charge of administration and personnel is set up, nominated by Nanjing Bibo; 1 financial officer is nominated by Beijing Tianhai; 1 manager in charge of technique and quality, nominated by Beijing Tianhai. The daily management of Jiangsu Tianhai is mainly made by personnel sent by Nanjing Bibo. Beijing Tianhai has a significant impact on Jiangsu Tianhai, and an equity method is adopted.

- 2) Beijing Bolken Energy Saving Technology Co., LTD. (Hereinafter referred to as Bolken Energy Saving) was established in March 2005 with a registered capital of 63 million yuan. On July 29, 2015, it was listed in the National SME Share Transfer System with the code 833077. On August 15, 2018, Shaanxi Aerospace Science and Technology Group Co., LTD. (hereinafter referred to as Aerospace Science and Technology) transferred the 10.91% equity (6,876,000 shares) of Bolken Energy Saving. On September 6, 2018, Beijing Tianhai received aforementioned equity through an agreement, and paid the full price on October 30. On November 7, 2018, the equity change registration was completed in China Securities Registration and Clearing Co., LTD., and the industrial and commercial change registration procedures were completed on February 22, 2019.

In 2022, Bolken Energy Saving issued 6,250,000 shares, and Beijing Tianhai's shareholding ratio in Bolken Energy Saving was diluted from 10.91% to 9.93%.

Beijing Tianhai appoints representatives in the board of directors of Bolken Energy Saving, participating in the formulation of financial and operating policies of Bolken Energy Saving, which has a significant influence on Bolken Energy Saving, and an equity method shall be adopted for accounting.

### 八、在其他主體中的權益(續)

#### (四) 在合營企業或聯營企業中的權益

(續)

##### 1. 合營企業或聯營企業(續)

###### 1) (續)

江蘇天海董事會由5名董事組成,其中:北京天海提名1名,南京畢博提名3名,鉦成創業提名1名;江蘇天海不設監事會,設2名監事,其中:北京天海和南京畢博各提名1名;江蘇天海設總經理1名,由南京畢博提名;行政和人事負責人1名,由南京畢博提名;財務負責人1名,由北京天海提名;技術及質量負責人1名,由北京天海提名。江蘇天海的日常管理主要由南京畢博派出的人員負責。北京天海對江蘇天海具有重大影響,採用權益法核算。

- 2) 北京伯肯節能科技股份有限公司(以下簡稱伯肯節能)成立於2005年3月,註冊資本6,300萬元,2015年7月29日在全國中小企業股份轉讓系統掛牌,代碼833077。2018年8月15日,陝西航天科技集團有限公司(簡稱航天科技)將其持有的伯肯節能10.91%股權(6,876,000股)掛牌轉讓,2018年9月6日,北京天海通過協議轉讓的方式受讓了上述股權,並於10月30日支付了全部價款。2018年11月7日,在中國證券登記結算有限公司完成股權變更登記,2019年2月22日完成工商變更登記手續。

2022年伯肯節能定向發行6,250,000股,北京天海持有伯肯節能的股權比例由10.91%被動稀釋為9.93%。

北京天海於伯肯節能董事會中派駐代表,參與伯肯節能財務和經營政策的制定,對伯肯節能具有重大影響,採用權益法核算。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### VIII. Rights and interests in other entities (Continued)

#### (4) Rights and interest in joint ventures or associates

(Continued)

##### 1. Joint ventures or associates (Continued)

- 3) Hubei Jingyuan Xihai Automobile Industry Co., LTD., (Hereinafter referred to as Hubei Jingyuan) was established on February 24, 2023 by the Company's subsidiary – Beijing Tianhai, Hubei Juxi Automobile Technology Co., LTD., and Shiyan Kechuang Investment Management Co., LTD. The legal representative is Wei Jun, with a registered capital of RMB80.00 million, of which Beijing Tianhai subscribed RMB19.20 million, holding 24% of shares. Up to the end of the current period, Beijing Tianhai has paid 19.20 million yuan. Hubei Jingyuan Company set up a board of directors, the board has 5 directors, Beijing Tianhai sends one director. Beijing Tianhai has a significant influence on Hubei Jingyuan and adopts the equity method for accounting.
- 4) Shanxi Haichuang Shengshi Hydrogen Energy Technology Co., LTD. (hereinafter referred to as Haichuang Shengshi) was established on August 8, 2024 by one of the Company's subsidiaries – Beijing Tianhai Hydrogen Energy Equipment Co., LTD. (hereinafter referred to as Tianhai Hydrogen Energy) and Shengshi Yingchuang Hydrogen Energy Technology (Shanxi) Co., LTD. The legal representative is Lu meijun, with a registered capital of RMB5 million, of which Tianhai Hydrogen Energy subscribed RMB2.45 million, holding 49.00% of shares. Up to end of this period, Tianhai Hydrogen Energy has actually paid RMB1.47 million, and there are RMB0.98 million unpaid. Haichuang Shengshi shall set up a board of directors, the board consists of 3 directors, Beijing Tianhai will dispatch one director. Tianhai Hydrogen Energy has a significant impact on Haichuang Shengshi, and adopts the equity method for accounting.

### 八、在其他主體中的權益(續)

#### (四) 在合營企業或聯營企業中的權益

(續)

##### 1. 合營企業或聯營企業(續)

- 3) 湖北經遠西海汽車工業有限公司(以下簡稱湖北經遠)由本公司之子公司北京天海與湖北巨西汽車科技有限公司、十堰科創投資管理有限公司於2023年2月24日出資設立，法定代表人為魏軍，註冊資本人民幣8,000.00萬元，其中北京天海認繳出資1,920.00萬元，持股24%。截至本期末，北京天海已實繳1,920.00萬元。湖北經遠公司設董事會，董事會成員5人，北京天海派出董事1人。北京天海對湖北經遠公司具有重大影響，採用權益法核算。
- 4) 陝西海創盛世氫能科技有限公司(以下簡稱海創盛世)由本公司之下屬公司北京天海氫能裝備有限公司(以下簡稱天海氫能)與盛世盈創氫能科技(陝西)有限公司於2024年8月8日出資設立，法定代表人為呂美軍，註冊資本人民幣500萬元，其中天海氫能認繳出資245.00萬元，持股49.00%。截至本期末，天海氫能實繳出資147萬元，剩餘98萬元認繳出資尚未實繳。海創盛世公司設董事會，董事會成員3人，北京天海派出董事1人。天海氫能對海創盛世公司具有重大影響，採用權益法核算。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (4) Rights and interest in joint ventures or associates

(Continued)

##### 2. Major financial information of significant joint ventures and associates

###### 1) Jiangsu Tianhai (Associate)

Item	項目	Ending balance/ Amount occurs in current period 期末餘額/ 本期發生額	Beginning balance/ Amount occurs in previous period 期初餘額/ 上期發生額
Current assets	流動資產	138,564,067.33	97,190,809.89
Among them: cash and cash equivalents	其中：現金和現金等價物	37,384,214.93	28,720,525.52
Non-current assets	非流動資產	589,987,815.66	498,234,528.29
Total assets	資產合計	728,551,882.99	595,425,338.18
Current liabilities	流動負債	236,524,667.62	169,001,535.48
Non-current liabilities	非流動負債	228,848,886.71	194,400,000.00
Total liabilities	負債合計	465,373,554.33	363,401,535.48
Minority shareholders' equity	少數股東權益		
Shareholders' equity attributable to parent company	歸屬於母公司股東權益	263,178,328.66	232,023,802.70
Share of net assets calculated by shareholding ratio	按持股比例計算的淨資產份額	72,271,400.83	63,716,056.46
Adjusted items	調整事項	-1,745,855.33	-2,263,024.85
– Goodwill	– 商譽		
– Unrealized profits from internal transactions	– 內部交易未實現利潤	-1,745,855.33	-2,263,024.85
– Other	– 其他		
The carrying value of an equity investment in an associate	對聯營企業權益投資的賬面價值	70,525,545.50	61,453,031.61
The fair value of equity investments with an open price in associates	存在公開報價的聯營企業權益投資的公允價值		
Operating revenue	營業收入	212,359,860.75	178,244,301.52
Financial expenses	財務費用	5,464,820.28	995,501.91
Income tax expenses	所得稅費用	38,167.82	152,885.39
Net profit	淨利潤	30,867,308.68	40,242,867.69
Net profit from discontinued operations	終止經營的淨利潤		
Other comprehensive income	其他綜合收益		
Total comprehensive income	綜合收益總額	30,867,308.68	40,242,867.69
Dividends received from associates in current period	本期收到的來自聯營企業的股利	0.00	0.00

##### 3. Aggregated financial information of insignificant associates

Item	項目	Ending balance/ Amount occurs in current period 期末餘額/ 本期發生額	Beginning balance/ Amount occurs in previous period 期初餘額/ 上期發生額
Associates:	聯營企業：	–	–
Total book value of investments	投資賬面價值合計	42,813,227.99	43,437,236.10
Aggregates of following items calculated by shareholding ratio	下列各項按持股比例計算的合計數	–	–
– Net profit	– 淨利潤	-3,066,017.38	880,519.73
– Other comprehensive income	– 其他綜合收益	-7,990.73	8,939.39
– Total comprehensive income	– 綜合收益總額	-3,074,008.11	889,459.12

### 八、在其他主體中的權益(續)

#### (四) 在合營企業或聯營企業中的權益

(續)

##### 2. 重要合營或聯營企業的主要財務信息

###### 1) 江蘇天海(聯營企業)

Ending balance/ Amount occurs in current period 期末餘額/ 本期發生額	Beginning balance/ Amount occurs in previous period 期初餘額/ 上期發生額
138,564,067.33	97,190,809.89
37,384,214.93	28,720,525.52
589,987,815.66	498,234,528.29
728,551,882.99	595,425,338.18
236,524,667.62	169,001,535.48
228,848,886.71	194,400,000.00
465,373,554.33	363,401,535.48
263,178,328.66	232,023,802.70
72,271,400.83	63,716,056.46
-1,745,855.33	-2,263,024.85
-1,745,855.33	-2,263,024.85
70,525,545.50	61,453,031.61
212,359,860.75	178,244,301.52
5,464,820.28	995,501.91
38,167.82	152,885.39
30,867,308.68	40,242,867.69
30,867,308.68	40,242,867.69
0.00	0.00

##### 3. 不重要的聯營企業的匯總財務信息

Ending balance/ Amount occurs in current period 期末餘額/ 本期發生額	Beginning balance/ Amount occurs in previous period 期初餘額/ 上期發生額
–	–
42,813,227.99	43,437,236.10
–	–
-3,066,017.38	880,519.73
-7,990.73	8,939.39
-3,074,008.11	889,459.12

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### VIII. Rights and interests in other entities (Continued)

#### (4) Rights and interest in joint ventures or associates

(Continued)

4. The Group does not have significant limitations on the ability of joint ventures or associates to transfer funds to the Company.
5. The Group has no excessive losses incurred by its associates.
6. The Group has no unrecognized commitments relating to investments in joint ventures.
7. The Group has no contingent liabilities related to investments in joint ventures or associates.

### IX. Government subsidies

#### (1) Government subsidies recognized at the end of the period according to the amount receivable

Ending balance of receivables is 0.00 yuan.

#### (2) Liability items involving government subsidies

Accounting items	Beginning balance	Increased subsidy in current period	Amount recorded into non-operating revenue in current period	Amount transferred into other income in current period	Other change in current period	Ending balance	related with assets/income
會計科目	期初餘額	本期新增補助金額	本期計入營業外收入金額	本期轉入其他收益金額	本期其他變動	期末餘額	與資產/收益相關
Deferred income 遞延收益	7,998,474.74	8,156,820.00		2,702,286.21		13,453,008.53	related with assets/income 與資產、收益相關

#### (3) Government subsidies recorded into current loss or profit

Accounting items	會計科目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Other income	其他收益	1,506,402.82	4,339,923.21

### 八、在其他主體中的權益(續)

#### (四) 在合營企業或聯營企業中的權益

(續)

4. 本集團不存在合營企業或聯營企業向公司轉移資金能力存在的重大限制。
5. 本集團不存在聯營企業發生超額虧損情況。
6. 本集團不存在與合營企業投資相關的未確認承諾。
7. 本集團不存在與合營企業或聯營企業投資相關的或有負債。

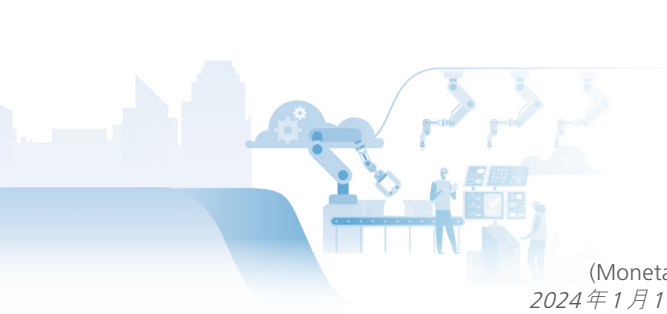
### 九、政府補助

#### (一) 期末按應收金額確認的政府補助

應收款項的期末餘額0.00元。

#### (二) 涉及政府補助的負債項目

#### (三) 計入當期損益的政府補助



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### X. Risks associated with financial instruments

The Group will face various risks about financial instruments in its daily activities, mainly including market risks (such as exchange rate risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The risks associated with these financial instruments and the risk management policies adopted by the Group to mitigate these risks are described below. The management of the Group manages and monitors these risk exposure to ensure that the aforementioned risks are limited within a scope.

#### (1) Objectives and policies of various risk management

The objective of the Group's risk management is to obtain an appropriate balance between risk and return, minimize negative impact of risk on the Group's operating revenue and maximize benefits of shareholders and other equity investors. Based on this objective of risk management, the basic risk management strategy of the Group is to identify and analyze various risks faced by the Group, establish an appropriate risk tolerance bottom line and conduct risk management, and supervise various risks in a timely and reliable manner to control risks within a limited scope.

##### 1. Market risk

###### 1) Exchange rate risk

The Group's exposure to exchange rate risks is mainly related to US dollar and Euro. Except for the Company's subsidiaries – BTIC America Corporation and Jingcheng Holdings (Hong Kong) Limited, which conduct purchases and sales in US dollars, the Group's other major business activities are denominated and settled in RMB. On December 31, 2024, assets and liabilities of the Group were shown in RMB, except for the balance of assets and liabilities in US dollars and few balances in Euro and Hong Kong dollars as described in the table below. The exchange rate risk arising from assets and liabilities of these foreign currency balances may have an impact on the Group's operating revenue.

The amounts of financial assets shown in foreign currency and financial liabilities shown in foreign currency, which are held by the Group on December 31, 2024 and December 31, 2023 were converted into RMB, as follows:

Item	項目
Cash at bank and on hand – US dollars	貨幣資金—美元
Cash at bank and on hand – HK Dollars	貨幣資金—港幣
Cash at bank and on hand – Euro	貨幣資金—歐元
Accounts receivable – USD	應收賬款—美元
Accounts receivable – Euro	應收賬款—歐元
Accounts payable – USD	應付賬款—美元
Accounts payable – Euro	應付賬款—歐元
Accounts payable – Sterling	應付賬款—英鎊
Other payable – USD	其他應付款—美元
Other payable – Euro	其他應付款—歐元

The Group closely monitors impact of exchange rate movements on the Group.

### 十、與金融工具相關風險

本集團在日常活動中面臨各種金融工具風險，主要包括市場風險(如匯率風險、利率風險和商品價格風險)、信用風險及流動性風險等。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

#### (一) 各類風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其他權益投資者的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線並進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

##### 1. 市場風險

###### 1) 匯率風險

本集團承受匯率風險主要與美元和歐元有關，除本公司的下屬子公司天海美洲公司、京城控股(香港)有限公司以美元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。於2024年12月31日，除下表所述資產及負債的美元餘額和零星的歐元、港幣餘額外，本集團的資產及負債均為人民幣餘額。該等外幣餘額的資產和負債產生的匯率風險可能對本集團的經營業績產生影響。

2024年12月31日、2023年12月31日，本集團持有的外幣金融資產和外幣金融負債折算成人民幣的金額列示如下：

December 31, 2024 2024年12月31日	December 31, 2023 2023年12月31日
40,760,433.69	42,491,943.95
14,611.43	14,301.02
4,530,984.13	11,667,585.52
44,967,318.61	31,750,152.97
20,699,911.14	17,920,514.20
18,566,740.28	5,729,802.45
	222.65
	201,408.86
8,344.52	8,221.81
2,561,748.28	

本集團密切關注匯率變動對本集團的影響。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



### X. Risks associated with financial instruments

(Continued)

#### (1) Objectives and policies of various risk management (Continued)

##### 1. Market risk (Continued)

###### 2) Interest rate risk

The Group's interest rate risk arises from bank borrowings. Financial liabilities with a floating interest rate expose the Group to interest rate risk of cash flow, while financial liabilities with a fixed interest rate expose the Group to interest rate risk of fair value. The Group determines the relative percentage between contracts with a fixed interest rate and contracts with a floating interest rate, based on current market environment. On December 31, 2024, the Group's interest-bearing debt was mainly RMB denominated fixed-rate contracts, the amount is 0.00 yuan (on December 31, 2023: RMB110,000,000.00). In contracts with a floating interest rate in RMB, the total amount is RMB365,000,000.00 (on December 31, 2023: RMB100,000,000.00).

For the Group's risk on fair value change of financial instruments due to change on the interest rate, it mainly is related to bank borrowings with a fixed interest rate and bank borrowings with a floating interest rate. For borrowings with a fixed interest rate, policies of the Group are to keep the floating interest rate of those borrowings, so as to eliminate risks on fair value due to interest rate change.

###### 3) Price risk

Price risk means that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices, except exchange rate risk and interest rate risk, mainly due to changes in commodity prices, stock market indexes, equity instrument prices and other risk variables. The Group sells its products at market prices and is therefore subject to these price fluctuations.

##### 2. Credit risk

The Group manages credit risk on a portfolio basis. Credit risks mainly arise from Cash at bank and on hand, notes receivable, accounts receivable, contract assets, receivables financing, other receivables, etc.

On December 31, 2024, the maximum credit risk exposure that could give rise to the Group's financial loss is mainly due to losses on the Group's financial assets arising from failure of other parties to perform its obligations under the contract, including:

The carrying amounts of recognized financial assets in the consolidated balance sheet; for financial instruments measured at fair value, the carrying value reflects its risk exposure, but not its maximum risk exposure, which will change as fair value changes in the future.

### 十、與金融工具相關風險(續)

#### (一) 各類風險管理目標和政策(續)

##### 1. 市場風險(續)

###### 2) 利率風險

本集團的利率風險產生於銀行借款。浮動利率的金融負債使本集團面臨現金流量利率風險，固定利率的金融負債使本集團面臨公允價值利率風險。本集團根據當時的市場環境來決定固定利率及浮動利率合同的相對比例。於2024年12月31日，本集團的帶息債務主要為人民幣計價的固定利率合同，金額為0.00元(2023年12月31日：110,000,000.00元)，及人民幣計價的浮動利率借款合同，金額合計為365,000,000.00元(2023年12月31日：100,000,000.00元)。

本集團因利率變動引起金融工具公允價值變動的風險主要與固定利率銀行借款和浮動利率銀行借款有關。對於固定利率借款，本集團的政策是保持這些借款的浮動利率，以消除利率變動的公允價值風險。

###### 3) 價格風險

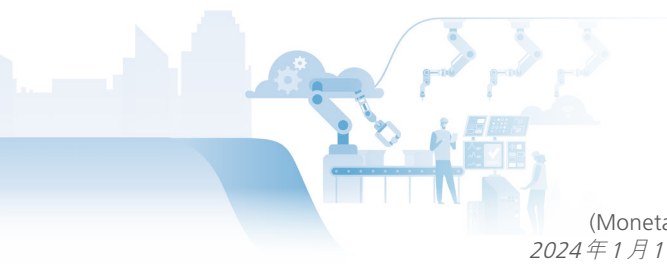
價格風險是指金融工具的公允價值或未來現金流量因匯率風險和利率風險以外的市場價格變動而發生波動的風險，主要源於商品價格、股票市場指數、權益工具價格以及其他風險變量的變化。本集團以市場價格銷售產品，因此受到此等價格波動的影響。

##### 2. 信用風險

本集團對信用風險按組合分類進行管理。信用風險主要產生於貨幣資金、應收票據、應收賬款、合同資產、應收款項融資、其他應收款等。

於2024年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失，具體包括：

合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### X. Risks associated with financial instruments

(Continued)

#### (1) Objectives and policies of various risk management (Continued)

##### 2. Credit risk

To mitigate credit risk, the Group establishes a special department to determine a credit line and conduct credit approvals, and makes other monitoring procedures to assure that necessary measures are taken to retrieve overdue creditor's rights. In addition, the Group checks the recovery of each individual receivable on each balance sheet date, so as to ensure that adequate provisions are made for funds cannot be collected. As a result, the Group's management deems that the Group's credit risk exposure has been substantially reduced.

The Group's current capital is hoarded in banks with a higher credit rating and therefore the credit risk of current capital is pretty low.

As the Group's risk exposure is spread across myriad participants to a contract and myriad customers, on December 31, 2024, 16.95% (previous period: 11.04%) and 37.12% (previous period: 37.39%) of the Group's accounts receivable balances were from the Group's largest and top five accounts receivable, respectively. The largest account receivable balance at the end of the period is from Shenzhen Tenglong Holding Co., LTD, which is a high-quality customer, so the Group has no significant credit risk.

The total amount of the top five accounts receivable and contract assets: 221,599,652.29 yuan.

##### 1) Standards to judge whether credit risk significantly increases

On each balance sheet date, the Group determines whether the credit risk of financial instruments has increased significantly after initial recognition, by comparing the probability of default during the estimated existing period of financial instruments as determined at the initial recognition, with the probability of default during the estimated existing period of such instruments as determined at the balance sheet date. However, if the Group believes that a financial instrument has only a low credit risk on the balance sheet date, it can be assumed that the credit risk of the financial instrument has not increased significantly since the initial recognition.

The Group's main criteria for determining a significant increase in credit risk are as follows: more than 30 days overdue, or significant changes in one or more of the following indicators: serious adverse changes in the debtor's operating environment, internal and external credit ratings, actual or expected operating revenue, etc.

### 十、與金融工具相關風險(續)

#### (一) 各類風險管理目標和政策(續)

##### 2. 信用風險

為降低信用風險，本集團成立專門部門確定信用額度、進行信用審批，並執行其他監控程序以確保採取必要的措施回收過期債權。此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

由於本集團的風險敞口分佈在多個合同方和多個客戶，於2024年12月31日，本集團16.95%(上期：11.04%)和37.12%(上期：37.39%)應收賬款餘額分別來自本集團最大的客戶和應收賬款前五大。期末應收賬款餘額最大客戶深圳騰龍控股股份有限公司，客戶質量優質，因此本集團沒有重大的信用風險。

應收賬款和合同資產前五名金額合計：221,599,652.29元。

##### 1) 信用風險顯著增加判斷標準

本集團在每個資產負債表日，通過比較金融工具在初始確認時所確定的預計存續期內的違約概率和該工具在資產負債表日所確定的預計存續期內的違約概率，來判定金融工具信用風險自初始確認後是否顯著增加。但是，如果本集團確定金融工具在資產負債表日只具有較低的信用風險的，可以假設該金融工具的信用風險自初始確認後並未顯著增加。

本集團判斷信用風險顯著增加的主要標準為逾期天數超過30日，或者以下一個或多個指標發生顯著變化：債務人所處的經營環境、內外部信用評級、實際或預期經營成果出現重大不利變化等。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### X. Risks associated with financial instruments

(Continued)

#### (1) Objectives and policies of various risk management (Continued)

##### 2. Credit risk (Continued)

###### 2) Definition of assets that have suffered credit impairment

If one or more events that adversely affect the expected future cash flows of a financial asset happen, then the financial asset will become a financial asset that has suffered a credit impairment. The Group's primary standard for determining that a credit impairment has happened is the number of overdue days exceeding 90 days, but in some cases the Group also regards credit impairment as having occurred if internal or external information demonstrates that the contract amount may not be recovered in full before considering any credit enhancement. The credit impairment of financial assets may be engendered by the combination of multiple events, not necessarily by individual identifiable events.

Evidence that a credit impairment of a financial asset has happened incorporates the following observable information: the debtor undergoes serious financial difficulties; breach of contracts by the debtor, such as default or delay in payment of interest or principal; The Group gives concessions to the debtor that it would not have made in any other circumstances for economic or contractual reasons relating to the debtor's financial difficulties; The debtor is likely to become insolvent or undergo other financial restructuring; The debtor's financial difficulties will make an active market for the financial asset disappear.

###### 3) Credit risk exposure

On December 31, 2024, maximum credit exposure that could cause the Group's financial loss is mainly because another party of the contract can not fulfill his obligation, as well as financial guarantee assumed by the Group, so loss of financial assets of the Group occurs. It includes: the carrying amount of recognized financial assets in the consolidated balance sheet; for financial instruments measured at fair value, the carrying value reflects its risk exposure, but not its maximum risk exposure, which will change as fair value changes in the future.

##### 3. Liquidity risk

Liquidity risk means the Group will not be able to perform its financial obligations on the maturity date. The Group's method to managing liquidity risk is to assure that there is sufficient liquidity to fulfill obligations as they mature, without incurring unacceptable losses or causing damage to the company's reputation. The Group regularly analyses the structure and maturity of its liabilities to ensure adequate funding. The Group's management supervise the use of bank borrowings and ensures compliance with the borrowing agreements. Meanwhile, the Group shall conduct financing consultations with financial institutions to maintain a certain credit line and reduce liquidity risks.

### 十、與金融工具相關風險(續)

#### (一) 各類風險管理目標和政策(續)

##### 2. 信用風險(續)

###### 2) 已發生信用減值資產的定義

當對金融資產預期未來現金流量具有不利影響的一項或多項事件發生時，該金融資產成為已發生信用減值的金融資產。本集團判斷已發生信用減值的主要標準為逾期天數超過90日，但在某些情況下，如果內部或外部信息顯示，在考慮所持有的任何信用增級之前，可能無法全額收回合同金額，本集團也會將其視為已發生信用減值。金融資產發生信用減值，有可能是多個事件的共同作用所致，未必是可單獨識別的事件所致。

金融資產已發生信用減值的證據包括下列可觀察信息：債務人發生重大財務困難；債務人違反合同，如償付利息或本金違約或逾期等；本集團出於與債務人財務困難有關的經濟或合同考慮，給予債務人在任何其他情況下都不會做出的讓步；債務人很可能破產或進行其他財務重組；債務人財務困難導致該金融資產的活躍市場消失。

###### 3) 信用風險敞口

於2024年12月31日可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失以及本集團承擔的財務擔保。具體包括：合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

##### 3. 流動風險

流動風險為本集團在到期日無法履行其財務義務的風險。本集團管理流動性風險的方法是確保有足夠的資金流動性來履行到期債務，而不至於造成不可接受的損失或對企業信譽造成損害。本集團定期分析負債結構和期限，以確保有充裕的資金。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時與金融機構進行融資磋商，以保持一定的授信額度，減低流動性風險。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### X. Risks associated with financial instruments

### 十、與金融工具相關風險(續)

(Continued)

#### (1) Objectives and policies of various risk management (Continued)

#### (一) 各類風險管理目標和政策(續)

##### 3. Liquidity risk (Continued)

##### 3. 流動風險(續)

The Group regards bank borrowings and bank acceptance bills as its main source of funding. On December 31, 2024, the Group's unused bank borrowings and bank acceptance bills are 453,530,000 yuan (on December 31, 2023: 304,240,000 yuan).

本集團將銀行借款和銀行承兌匯票作為主要資金來源。於2024年12月31日,本集團尚未使用的銀行借款及銀行承兌匯票的額度為45,353.00萬元(2023年12月31日:30,424.00萬元)。

The financial assets and financial liabilities held by the Group are analyzed by the maturities of the remaining contract obligations which are not discounted as follows:

本集團持有的金融資產和金融負債按未折現剩餘合同義務的到期期限分析如下:

Amount on December 31, 2024:

2024年12月31日金額:

Item	項目	Within one year 一年以內	One to two years 一到二年	Two to five years 二到五年	More than five years 五年以上	Total 合計
<b>Financial assets</b>	<b>金融資產</b>					
Cash at bank and on hand	貨幣資金	482,988,509.97				482,988,509.97
Notes receivable	應收票據	14,048,892.34				14,048,892.34
Accounts receivable	應收賬款	499,865,493.32				499,865,493.32
Contract assets	合同資產	17,727,137.20				17,727,137.20
Receivables financing	應收款項融資	17,738,416.42				17,738,416.42
Other receivables	其他應收款	3,253,586.63				3,253,586.63
<b>Financial liability</b>	<b>金融負債</b>					
Short-term loan	短期借款	230,000,000.00				230,000,000.00
Notes payable	應付票據	116,344,018.02				116,344,018.02
Accounts payable	應付賬款	395,135,400.60				395,135,400.60
Other payable	其他應付款	69,177,703.97				69,177,703.97
Non-current liabilities due within one year	一年內到期的非流動負債	15,578,997.72				15,578,997.72
Long-term loan	長期借款		3,350,000.00	111,820,000.00	18,180,000.00	133,350,000.00
Lease liabilities	租賃負債		14,451,131.36	49,968,207.25	155,667,911.09	220,087,249.70

### XI. Disclosure of fair value

### 十一、公允價值的披露

#### 1. Ending fair value of assets measured at fair value

#### 1. 以公允價值計量的資產的期末公允價值

Item	項目	Ending fair value 期末公允價值			Total 合計
		First level fair value measurement 第一層次公允價值計量	Second level fair value measurement 第二層次公允價值計量	Third level fair value measurement 第三層次公允價值計量	
<b>I. Recurring fair value measurement</b>	<b>一、持續的公允價值計量</b>				
Receivables Financing	應收款項融資	0.00	0.00	17,738,416.42	17,738,416.42

#### 2. For recurring and non-recurring items in third level fair value hierarchy, the adopted valuation techniques and quantity and quality information of principal inputs

#### 2. 持續和非持續第三層次公允價值計量項目,採用的估值技術和重要參數的定性及定量信息

Receivables financing represents the best estimate of the fair value of this kind of financial assets, by a discount rate (with a period of over one year) or an amount equivalent to expected credit losses over the entire duration.

應收款項融資以貼現率(期限超過一年)或相當於整個存續期內預期信用損失的金額代表該類金融資產公允價值的最佳估計。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

## XII. The related parties and transactions

### (1) Relationship of related parties

#### 1. Controlling shareholder and ultimate controlling party

##### 1) Controlling shareholder and ultimate controlling party

Name of controlling shareholder and ultimate controlling party	Registration place	Nature of business	Registered capital (Unit:10000 yuan)	Shareholding ratio of the Company (%) 對本公司的 持股比例(%)	Voting ratio of the Company (%) 對本公司的 表決權比例(%)
控股股東及最終控制方名稱	註冊地	業務性質	註冊資本(萬元)		
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Beijing Economic and Technological Development Zone 北京市經濟技術開發區	Business service 商務服務	235,563.71	44.87	44.87

##### 2) Registered capital of controlling shareholders and its change (unit: 10000 yuan)

Controlling shareholder	控股股東	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	235,563.71	0.00	0.00	235,563.71

##### 3) Controlling shareholder's shares or interests and their changes (unit: 10000 yuan)

Controlling shareholder	控股股東	Amount of shares 持股金額		Shareholding ratio 持股比例(%)	
		Ending balance 期末餘額	Beginning balance 期初餘額	Ending ratio 期末比例	Beginning ratio 期初比例
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	24,573.5052	24,573.5052	44.87	44.87

#### 2. Subsidiaries

For details of subsidiaries, please refer to the relevant contents of "VIII. 1. (1) Composition of Enterprise Group" in the Notes.

## 十二、關聯方及關聯交易

### (一) 關聯方關係

#### 1. 控股股東及最終控制方

##### 1) 控股股東及最終控制方

Name of controlling shareholder and ultimate controlling party	Registration place	Nature of business	Registered capital (Unit:10000 yuan)	Shareholding ratio of the Company (%) 對本公司的 持股比例(%)	Voting ratio of the Company (%) 對本公司的 表決權比例(%)
控股股東及最終控制方名稱	註冊地	業務性質	註冊資本(萬元)		
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Beijing Economic and Technological Development Zone 北京市經濟技術開發區	Business service 商務服務	235,563.71	44.87	44.87

##### 2) 控股股東的註冊資本及其變化(單位：萬元)

Controlling shareholder	控股股東	Beginning balance 期初餘額	Increase in current period 本期增加	Decrease in current period 本期減少	Ending balance 期末餘額
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	235,563.71	0.00	0.00	235,563.71

##### 3) 控股股東的所持股份或權益及其變化(單位：萬元)

Controlling shareholder	控股股東	Amount of shares 持股金額		Shareholding ratio 持股比例(%)	
		Ending balance 期末餘額	Beginning balance 期初餘額	Ending ratio 期末比例	Beginning ratio 期初比例
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	24,573.5052	24,573.5052	44.87	44.87

#### 2. 子公司

子公司情況詳見本附註「八、(一) 1.企業集團的構成」相關內容。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



## XII. The related parties and transactions (Continued)

### (1) Relationship of related parties (Continued)

#### 4. Other related parties (Continued)

##### Name of other related parties

##### 其他關聯方名稱

Shanghai Sunwise New Energy System Co., LTD

上海舜華新能源系統有限公司

Guangzhou Sunwise Hydrogen Energy Technology Co., LTD

廣州舜華氫能科技有限公司

Beijing Industry And Trade Technician College

北京市工貿技師學院

Babcock & Wilcox Beijing Company LTD.

北京巴布科克·威爾科克斯有限公司

Beijing Jingcheng Huitong Environmental Protection Co., LTD

北京京城惠通環保有限公司

Beijing Beiyi Machine Tool Co., LTD (BYJC)

北京北一機床有限責任公司

Beijing Mechanical & Electronical Technology Research Institute. LTD

北京市機電研究院有限責任公司

Beijing Jingcheng Yihe City Renewal Co., LTD

北京京城易合城市更新有限公司

Tianjin Dawufeng Investment Co., LTD

天津大無縫投資有限公司

Kuancheng Shenghua Pressure Container Manufacturing Co., LTD

寬城昇華壓力容器製造有限責任公司

Li Hong

李紅

Beijing Krinick Trading Co., LTD

北京柯瑞尼克科貿有限公司

Beijing Lantianda Automotive Clean Fuel Technology Co., LTD

北京蘭天達汽車清潔燃料技術有限公司

## 十二、關聯方及關聯交易(續)

### (一) 關聯方關係(續)

#### 4. 其他關聯方(續)

##### Relationship with the Company

##### 與本公司關係

Other enterprises controlled by the same controlling shareholder and ultimate controlling party

受同一控股股東及最終控制方控制的其他企業

Other enterprises controlled by the same controlling shareholder and ultimate controlling party

受同一控股股東及最終控制方控制的其他企業

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受同一控股股東及最終控制方控制的其他企業

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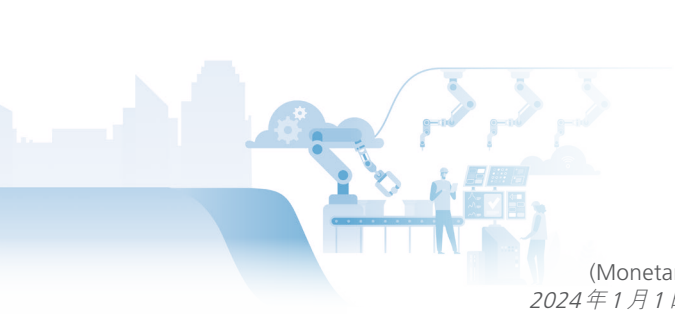
受同一控股股東及最終控制方控制的其他企業

Other enterprises controlled by the same controlling shareholder and ultimate controlling party

受同一控股股東及最終控制方控制的其他企業

Other enterprises controlled by the same controlling shareholder and ultimate controlling party

受同一控股股東及最終控制方控制的其他企業



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

### 十二、關聯方及關聯交易(續)

#### (2) Related party transactions

#### (二) 關聯交易

1. Related party transactions about purchase of goods/  
receiving services and sales of goods/providing services  
1) Purchasing goods/receiving services

1. 購銷商品、提供和接受勞務的關聯交易  
1) 採購商品／接受勞務

Related party 關聯方	Content of related party transaction 關聯交易內容	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Beijing Beiren Printing Machinery Co., LTD 北京北人印刷設備有限公司	Receiving services 接受勞務		311,886.80
Beijing Jingcheng Machinery Electric Holding Co., LTD Training Center 北京京城機電控股有限責任公司培訓中心	Receiving services 接受勞務	360,482.08	
Beijing Jingcheng Golden Sun Energy Technology Co., LTD 北京京城金太陽能科技有限公司	Purchasing goods 採購商品	357,916.51	
Beijing Peitian Technology Co., LTD 北京配天技術有限公司	Purchasing goods 採購商品	2,078,899.12	
Beijing Jingcheng Zhitong Robot Technology Co., LTD 北京京城智通機器人科技有限公司	Purchasing goods 採購商品	34,336.28	
Shanghai Sunwise New Energy System Co., LTD 上海舜華新能源系統有限公司	Purchasing goods 採購商品	11,637,168.14	
Sunwise Hydrogen Energy (Beijing) Co., LTD 舜華氫能科技(北京)有限公司	Purchasing goods 採購商品	2,207,494.69	
Beijing Beiyi Machine Tool Co., LTD (BYJC) 北京北一機床有限責任公司	Purchasing goods 採購商品	4,336,283.19	
Beijing Industry And Trade Technician College 北京市工貿技師學院	Receiving services 接受勞務	962.26	
Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司	Purchasing goods 採購商品	129,904,078.39	122,262,034.66
Tianjin Dawufeng Investment Co., LTD 天津大無縫投資有限公司	Receiving services 接受勞務	1,578,919.64	
Beijing Mechanical & Electronical Technology Research Institute. LTD 北京市機電研究院有限責任公司	Receiving services 接受勞務	38,867.92	
Beijing Jingcheng Yihe City Renewal Co., LTD 北京京城易合城市更新有限公司	Receiving services 接受勞務	1,143,254.72	
Total 合計	—	153,678,662.94	122,573,921.46

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (2) Related party transactions (Continued)

##### 1. Related party transactions about purchase of goods/ receiving services and sales of goods/providing services (Continued)

##### 2) Sales of goods/providing services

Related party 關聯方	Content of related party transaction 關聯交易內容	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Shanghai Sunwise New Energy System Co., LTD 上海舜華新能源系統有限公司	Sales of goods/providing services 銷售商品、提供勞務	135,929.20	
Guangzhou Sunwise Hydrogen Energy Technology Co., LTD 廣州舜華氫能科技有限公司	Sales of goods 銷售商品	199,115.04	
Babcock & Wilcox Beijing Company LTD. 北京巴布科克·威爾科克斯有限公司	Sales of goods 銷售商品	463,008.85	
Sunwise Hydrogen Energy (Beijing) Co., LTD 舜華氫能科技(北京)有限公司	Sales of goods 銷售商品	14,044,601.77	
Shanxi Haichaung Shengshi Hydrogen Energy Technology Co., LTD 陝西海創盛世氫能科技有限公司	Sales of goods 銷售商品	3,594,026.55	
Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司	Sales of goods/ providing services 銷售商品、提供勞務	30,723,005.31	15,786,449.51
Hubei Jingyuan Xihai Automobile Industry Co. LTD 湖北經遠西海汽車工業有限公司	Sales of goods 銷售商品	51,324,022.12	
Beijing Lantianda Automobile Clean Fuel Technology Co., LTD 北京蘭天達汽車清潔燃料技術有限公司	Sales of goods 銷售商品	4,603,981.27	5,477,242.88
<b>Total 合計</b>	—	<b>105,087,690.11</b>	<b>21,263,692.39</b>

### 十二、關聯方及關聯交易(續)

#### (二) 關聯交易(續)

##### 1. 購銷商品、提供和接受勞務的關聯交易(續)

##### 2) 銷售商品／提供勞務



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

### 十二、關聯方及關聯交易(續)

#### (2) Related party transactions (Continued)

#### (二) 關聯交易(續)

##### 2. Situation about related party leases Situation about lease

##### 2. 關聯租賃情況 承租情況

Name of lessors 出租方名稱	Category of leased assets 租賃資產種類	Rental of short-term lease and low-value assets lease with simplified treatment 簡化處理的短期租賃和低價值資產 租賃的租金費用		Rental paid 支付的租金	
		Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Beijing Jingcheng Machinery Electric Asset Management Co., LTD 北京京城機電資產管理有限責任公司	Houses and buildings 房屋及建築物			25,120,433.67	24,740,848.08
Beijing Beiren Printing Machinery Co., LTD 北京北人印刷設備有限公司	Houses and buildings 房屋及建築物			710,606.32	1,045,797.96
<b>Total 合計</b>	<b>-</b>	<b>-</b>		<b>25,831,039.99</b>	<b>25,786,646.04</b>

(Continued table)

(續表)

Name of lessors 出租方名稱	Category of leased assets 租賃資產種類	Interest paid for lease liabilities 承擔的租賃負債利息支出		Increased right-of-use assets 增加的使用權資產	
		Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Beijing Jingcheng Machinery Electric Asset Management Co., LTD 北京京城機電資產管理有限責任公司	Houses and buildings 房屋及建築物	10,812,733.57	11,249,953.78		
Beijing Beiren Printing Machinery Co., LTD 北京北人印刷設備有限公司	Houses and buildings 房屋及建築物	25,163.52	69,501.04		
<b>Total 合計</b>	<b>-</b>	<b>10,837,897.09</b>	<b>11,319,454.82</b>		

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (2) Related party transactions (Continued)

##### 3. Situation about related party guarantee As the guaranteed party

Name of Guarantor	Guaranteed Amount	Beginning date of guarantee	Ending date of guarantee	If guarantee is completed
擔保方名稱	擔保金額	擔保起始日	擔保到期日	擔保是否已經履行完畢
Beijing Jingcheng Machinery Electric Holding Co., LTD	100,000,000.00	2023/8/11	2024/8/10	Yes
北京京城機電控股有限責任公司				是
Beijing Jingcheng Machinery Electric Holding Co., LTD	200,000,000.00	2023/10/23	2031/10/23	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	90,000,000.00	2024/11/26	2026/1/26	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	50,000,000.00	2023/4/19	2024/4/18	Yes
北京京城機電控股有限責任公司				是
Beijing Jingcheng Machinery Electric Holding Co., LTD	30,000,000.00	2023/5/22	2024/1/18	Yes
北京京城機電控股有限責任公司				是
Beijing Jingcheng Machinery Electric Holding Co., LTD	20,000,000.00	2023/6/28	2024/6/28	Yes
北京京城機電控股有限責任公司				是
Beijing Jingcheng Machinery Electric Holding Co., LTD	100,000,000.00	2024/3/4	2025/3/4	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	70,000,000.00	2024/3/26	2025/3/24	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	70,000,000.00	2024/3/26	2025/3/24	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	20,000,000.00	2024/3/31	2025/3/31	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	30,000,000.00	2024/6/20	2025/6/20	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	20,000,000.00	2024/6/26	2025/6/26	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	20,000,000.00	2024/5/28	2025/5/28	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	10,000,000.00	2024/6/19	2025/6/19	No
北京京城機電控股有限責任公司				否
Beijing Jingcheng Machinery Electric Holding Co., LTD	30,000,000.00	2024/8/8	2025/8/7	No
北京京城機電控股有限責任公司				否

##### 4. Financing activities with related parties None.

##### 5. Interest expenses/interest income of related parties None.

### 十二、關聯方及關聯交易(續)

#### (二) 關聯交易(續)

##### 3. 關聯擔保情況 作為被擔保方

##### 4. 關聯方資金拆借 無。

##### 5. 關聯方利息費用／利息收入 無。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

### 十二、關聯方及關聯交易(續)

#### (2) Related party transactions (Continued)

#### (二) 關聯交易(續)

##### 6. Remuneration of key management personnel

##### 6. 關鍵管理人員薪酬

Name of item	項目名稱	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Total remuneration	薪酬合計	6,940,896.03	5,570,815.77

#### (3) Balance of receivables due from and payables due to related parties

#### (三) 關聯方往來餘額

##### 1. Receivable items

##### 1. 應收項目

Name of item 項目名稱	Related parties 關聯方	Ending balance 期末餘額		Beginning balance 期初餘額	
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	Book balance 賬面餘額	Bad debt reserves 壞賬準備
Accounts Receivable 應收賬款	Kuancheng Shenghua Pressure Container Manufacturing Co., LTD 寬城昇華壓力容器製造有限責任公司			649,698.50	142.60
	Beijing Lantianda Automobile Clean Fuel Technology Co., LTD 北京蘭天達汽車清潔燃料技術有限公司	3,766,758.82	303,903.68	2,987,203.28	205,810.69
	Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司			47,137.62	433.67
	Zhejiang Jingcheng Renewable resources Co. LTD (GEENCN) 浙江京城再生資源有限公司	182,400.00	26,101.44	182,400.00	1,678.08
	Shanghai Sunwise New Energy System Co., LTD 上海舜華新能源系統有限公司	15,018,716.55	277,846.26		
	Guangzhou Sunwise Hydrogen Energy Technology Co., LTD 廣州舜華氫能科技有限公司	614,880.00	11,375.28		
	Sunwise Hydrogen Energy (Beijing) Co., LTD 舜華氫能科技(北京)有限公司	15,870,400.00	293,602.40		
	Shanxi Haichaung Shengshi Hydrogen Energy Technology Co., LTD 湖北經遠西海汽車工業有限公司	3,580,225.00	66,234.16		
	Hubei Jingyuan Xihai Automobile Industry Co. LTD 陝西海創盛世氫能科技有限公司	48,498,545.00	897,223.08		
	Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司	73,145.28	1,470.22	51,802.95	735.60
Other receivables 其他應收款	Hubei Jingyuan Xihai Automobile Industry Co. LTD 湖北經遠西海汽車工業有限公司	883,734.92	17,763.07		
	Beijing Beiren Printing Machinery Co., LTD 北京北人印刷設備有限公司			107,513.88	1,526.70
Advances to suppliers 預付款項	Jiangsu Tianhai Special Equipment Co., LTD 江蘇天海特種裝備有限公司	8,172.74			

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (3) Balance of receivables due from and payables due

##### to related parties (Continued)

##### 2. Payable items

### 十二、關聯方及關聯交易(續)

#### (三) 關聯方往來餘額(續)

##### 2. 應付項目

Name of item 項目名稱	Related parties 關聯方	Ending balance 期末餘額	Beginning balance 期初餘額
Accounts payable 應付賬款	Beijing Jingcheng Machinery Electric Holding Co., LTD 北京京城機電控股有限責任公司	902,227.27	902,227.27
	Beijing Jingcheng Golden Sun Energy Technology Co., LTD 北京京城金太陽能源科技有限公司	49,008.50	
	Beijing Peitian Technology Co., LTD 北京配天技術有限公司	598,996.80	
	Shanghai Sunwise New Energy System Co., LTD 上海舜華新能源系統有限公司	4,602,500.00	
	Beijing Jingcheng Yihe City Renewal Co., LTD 北京京城易合城市更新有限公司	658,477.85	
	Sunwise Hydrogen Energy (Beijing) Co., LTD 舜華氫能科技(北京)有限公司	4,645,265.46	
	Beijing Beiji Machine Tool Co., LTD (BYJC) 北京北一機床有限責任公司	1,400,000.00	
	Beijing Beiren Printing Machinery Co., LTD 北京北人印刷設備有限公司	325,966.22	
	Beijing Krinick Trading Co., LTD 北京柯瑞尼克科貿有限公司	106,362.00	
	Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司	13,852,938.49	6,737,612.55
	Tianjin Dawufeng Investment Co., LTD 天津大無縫投資有限公司	1,787,736.84	153,461.91
	Beijing Lantianda Automobile Clean Fuel Technology Co., LTD 北京蘭天達汽車清潔燃料技術有限公司	10,492,652.22	10,492,652.22
	Beijing Jingcheng Zhitong Robot Technology Co., LTD 北京京城智通機器人科技有限公司	1,792,500.00	1,203,000.00
Contract liability 合同負債	Jiangsu Tianhai Special Equipment Co. LTD 江蘇天海特種裝備有限公司		2,728.56
	Beijing Lantianda Automobile Clean Fuel Technology Co., LTD 北京蘭天達汽車清潔燃料技術有限公司		1,009,722.37
	Babcock & Wilcox Beijing Company LTD. 北京巴布科克·威爾科克斯有限公司	172,282.30	
	Beijing Jingcheng Huitong Environmental Protection Co., LTD 北京京城惠通環保有限公司	14,707.96	
	Hubei Jingyuan Xihai Automobile Industry Co. LTD 湖北經遠西海汽車工業有限公司	14,536,300.00	
Other payable 其他應付款	Beijing Jingcheng Machinery Electric Holding Co., LTD 北京京城機電控股有限責任公司	8,344.52	8,221.81
	Beijing First Machine Tool Factory Co., LTD 北京第一機床廠有限公司		7,359.09
	Tianjin Dawufeng Investment Co., LTD 天津大無縫投資有限公司	50,272.70	153,461.91
	Hubei Jingyuan Xihai Automobile Industry Co. LTD 湖北經遠西海汽車工業有限公司		9,600,000.00
	Li Hong 李紅	10,860,433.38	10,860,433.38
	Shanxi Haichaung Shengshi Hydrogen Energy Technology Co., LTD 陝西海創盛世氫能科技有限公司	980,000.00	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (4) Commitment with related parties

None.

#### (5) Remuneration of directors, supervisors and employees

##### 1. Details about remuneration of directors and supervisors are as follows

Item	項目	Salaries and allowances 薪金及津貼	Contribution to retirement benefit scheme 退休金計劃供款	Bonus 獎金	Share-based payments 股份支付	Total 合計
Amount occurs in current period	本期發生額					
Executive director	執行董事					
Li Junjie	李俊杰					
Zhang Jiheng	張繼恒	222,400.00	255,167.04	523,425.00	277,856.25	1,278,848.29
Supervisor	監事					
Li Zhe	李哲	229,000.00	255,167.04	391,840.00		876,007.04
Wen Jinhua	文金花	129,018.00	191,017.56	243,637.00		563,672.56
Total	合計	580,418.00	701,351.64	1,158,902.00	277,856.25	2,718,527.89
Amount occurs in previous period	上期發生額					
Executive director	執行董事					
Li Junjie	李俊杰	56,200.00	59,312.75	118,125.00		233,637.75
Zhang Jiheng	張繼恒	224,800.00	244,395.96	442,500.00		911,695.96
Supervisor	監事					
Li Zhe	李哲	231,400.00	244,395.96	317,925.00		793,720.96
Wen Jinhua	文金花	125,684.00	186,355.56	203,114.00		515,153.56
Total	合計	638,084.00	734,460.23	1,081,664.00		2,454,208.23

Executive directors and non-executive directors do not receive director's emoluments from the Company, and supervisors do not receive Supervisor's emoluments from the Company, executive directors (other than the Chairman) and supervisors are entitled to receive remuneration in accordance with their respective positions in the Company and its subsidiaries (other than director and supervisor positions).

執行董事及非執行董事不在公司領取董事袍金、監事不在公司領取監事袍金，執行董事(除董事長外)及監事有權根據各自在本公司及附屬公司所任職務(除董事、監事職務外)領取薪酬。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (5) Remuneration of directors, supervisors and

##### employees (Continued)

##### 2. Five individuals with highest salaries

Among five individuals with highest salaries, one of them is a director or supervisor in the current period (previous period: 2 persons), whose remuneration is shown in Notes XII, 5. (1), salaries are reflected in the remuneration of directors and supervisors. The salaries of the other 4 persons (previous: 3 persons) are as follows:

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Salaries and allowances	薪金及津貼	991,512.00	814,988.00
Contribution to retirement benefit scheme	退休金計劃供款	992,386.14	731,125.06
Year-end bonus	年終獎金	1,497,520.00	880,475.00
Share-based payment	股份支付	740,950.00	
<b>Total</b>	<b>合計</b>	<b>4,222,368.14</b>	<b>2,426,588.06</b>

Salary range:

薪酬範圍：

Item	項目	Persons in current period 本期人數	Persons in previous period 上期人數
Less than HK \$1,000,000	港幣1,000,000以內		1
HK \$1,000,001 to HK \$1,500,000	港幣1,000,001至港幣1,500,000	5	4
HK \$1,500,001 to HK \$2,000,000	港幣1,500,001至港幣2,000,000		
HK \$2,000,001 to HK \$2,500,000	港幣2,000,001至港幣2,500,000		

3. In current period, there is no any directors who have waived or consent to waive any remuneration in the Company. In previous period, the Company has not paid any remuneration to any director, supervisor or five individuals with highest salaries, so as to attract them to join the company, or as incentive for joining this company, or as dismissal compensation.

3. 於本期，公司概無任何董事放棄或同意放棄任何薪酬。於往績記錄期，本公司概無向任何董事、監事或五位最高薪酬人士支付任何薪酬，作為吸引彼等加入或於加入本公司時的獎勵或作為離職補償。

##### 4. Salaries for main management

Salaries for main management(including amounts paid and payable to directors, supervisors and senior management) are as follows:

##### 4. 主要管理層薪酬

主要管理層薪酬(包括已付及應付董事、監事及高級管理層的金額)如下：

Item	項目	Amount occurs in current period 本期發生額	Amount occurs in previous period 上期發生額
Salaries and allowances	薪金及津貼	1,571,930.00	1,627,046.00
Contribution to retirement benefit scheme	退休金計劃供款	1,693,737.78	1,631,476.77
Bonus	獎金	2,656,422.00	2,312,293.00
Share-based payment	股份支付	1,018,806.25	
<b>Total</b>	<b>合計</b>	<b>6,940,896.03</b>	<b>5,570,815.77</b>





# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XII. The related parties and transactions (Continued)

#### (6) Loans receivable from [directors/director-related enterprises]

1. There is no loans receivable [directors/director-related enterprises]
2. There is no guaranteed loans [directors/director-related enterprises]

### XIII. Share-based payment

#### (1) General situation of share-based payment

On November 14, 2023, the Board of Directors of the Company approved the Motion on the Adjustment of Matters Related to the 2023 Restricted Stock Incentive Plan and the Motion on the First Grant of Restricted Stock to the recipients of the 2023 Restricted Stock Incentive Plan, and the Board of Directors of the Company have registered such restricted Stock. Such restricted stock granted by the restricted stock incentive plan stems from common A-shares, which are granted by the company to incentive objects. The grant date of this restricted stock is November 14, 2023, the number of granted shares is 5.88 million, the number of granted people is 123, and the grant price is 7.33 yuan/share.

After Board of directors confirm the grant date for restricted stock, during the process of payment verification after the grant date, 123 incentive objects actually subscribed for a total of 5.4 million restricted stock shares granted in full or in part, and 8 incentive objects voluntarily relinquished all their granted restricted stock due to personal reasons. Four incentive recipients voluntarily relinquished part of their restricted stock grants for personal reasons, totaling 480,000 shares. Therefore, the actual number of restricted shares granted in the first grant portion of the incentive plan was changed from 123 to 115, and the number of restricted shares granted in the first grant portion was changed from 5.88 million to 5.4 million.

### 十二、關聯方及關聯交易(續)

#### (六) 應收[董事/董事關連企業]借款

1. 本集團不存在應收[董事/董事關連企業]借款。
2. 本集團不存在提供擔保的[董事/董事關連企業]借款。

### 十三、股份支付

#### (一) 股份支付總體情況

於2023年11月14日,本公司董事會批准了《關於調整2023年限制性股票激勵計劃相關事項的議案》、《關於向2023年限制性股票激勵計劃激勵對象首次授予限制性股票的議案》,公司董事會已完成限制性股票的授予登記工作,該限制性股票激勵計劃授予的限制性股票來源為公司向激勵對象定向發行的本公司的A股普通股,本次限制性股票的授予日為2023年11月14日,授予數量為588萬股,授予人數123人,授予價格為7.33元/股。

本公司董事會確定限制性股票授予日後,在授予日後辦理繳款驗資過程中,123名激勵對象實際全額或部分認購獲授的限制性股票合計540萬股,有8位激勵對象因個人原因自願放棄其獲授的全部限制性股票,有4位激勵對象因個人原因自願放棄其獲授的部分限制性股票,共計48萬股。因此,本次激勵計劃首次授予部分的限制性股票實際授予激勵對象人數由123人變更為115人,首次授予部分的限制性股票授予數量由588萬股變更為540萬股。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XIII. Share-based payment (Continued)

#### (1) General situation of share-based payment

(Continued)

Outstanding stock options or other equity instruments at the end of the period

### 十三、股份支付(續)

#### (一) 股份支付總體情況(續)

期末發行在外的股票期權或其他權益工具

Category of granted object 授予對象類別	Outstanding stock options at the end of the period 期末發行在外的股票期權		Other equity instruments outstanding at the end of the period 期末發行在外的其他權益工具	
	Price range for exercising rights 行權價格的範圍	Remaining term of the contract (months) 合同剩餘期限(月)	Price range for exercising rights 行權價格的範圍	Remaining term of the contract (months) 合同剩餘期限
Managerial personnel 管理人員	7.33 yuan/share 7.33元/股	22.5、34.5、46.5	—	—
Production personnel 生產人員	7.33 yuan/share 7.33元/股	22.5、34.5、46.5	—	—
Sales staff 銷售人員	7.33 yuan/share 7.33元/股	22.5、34.5、46.5	—	—
R&d personnel 研發人員	7.33 yuan/share 7.33元/股	22.5、34.5、46.5	—	—

Other notes:

The period of validity of the incentive plan shall not exceed 72 months, from the date of completion of the registration of the first-granted restricted shares, to the date of release of all restricted shares granted to the incentive objects or the date of repurchase. The restricted shares first-granted according to this incentive plan will be released in three phases after 24 months, from the date of completion of registration of the granting, as shown in the following table:

其他說明：

本激勵計劃有效期自限制性股票首次授予登記完成之日起至激勵對象獲授的限制性股票全部解除限售或回購之日止，最長不超過72個月。本激勵計劃首次授予的限制性股票自授予完成登記之日起滿24個月後分三期解除限售，具體安排如下表所示：

Arrangement for lifting restriction on selling 解除限售安排	Time for lifting restriction on selling 解除限售時間	Percent of numbers whose restriction on selling is lifted in numbers granted with rights and interest (%) 可解除限售數量 佔獲授權益數量 比例%
First period for lifting restriction on selling 第一個解除限售期	From the first transaction date after 24 months since the first-grant date, to the last transaction date within 36 months since the first-grant date 自首次授予之日起24個月後的首個交易日起至首次授予之日起36個月內的最後一個交易日當日止	34.00
Second period for lifting restriction on selling 第二個解除限售期	From the first transaction date after 36 months since the first-grant date, to the last transaction date within 48 months since the first-grant date 自首次授予之日起36個月後的首個交易日起至首次授予之日起48個月內的最後一個交易日當日止	33.00
Third period for lifting restriction on selling 第三個解除限售期	From the first transaction date after 48 months since the first-grant date, to the last transaction date within 60 months since the first-grant date 自首次授予之日起48個月後的首個交易日起至首次授予之日起60個月內的最後一個交易日當日止	33.00



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XIII. Share-based payment (Continued)

#### (1) General situation of share-based payment

##### (Continued)

The company's performance conditions to be met when restriction on stock is lifted:

The performance appraisal conditions at the company level, the performance appraisal objectives of the plan for the first time and the restricted shares granted during the period of lifting restriction on selling are shown in the following table:

### 十三、股份支付(續)

#### (一) 股份支付總體情況(續)

限制性股票解除限售期需要滿足的公司業績條件：

公司層面業績考核條件，本計劃首次及預留授予的限制性股票解除限售期業績考核目標如下表所示：

Period of lifting restriction on selling 解除限售期	Performance appraisal objective 業績考核目標
First period for lifting restriction on selling  第一個解除限售期	(1) In 2024, the company's cash return rate of net assets will not be less than 7.97%, and based on the company's cash return rate of net assets in 2021, the growth rate of cash return rate on net assets in 2024 will not be lower than the average level of the industry. (2) The year-on-year growth rate of operating revenue in 2024 shall not be less than 16%, and shall not be lower than the average level of the industry. (3) Based on the revenue from transformation and innovation projects in 2021, the revenue growth rate of transformation and innovation projects in 2024 will not be less than 400%. (4) In 2024, the proportion of R&D investment in operating revenue shall not be less than 3.05%. (1) 2024年公司淨資產現金回報率不低於7.97%，且以2021年公司淨資產現金回報率為基數，2024年淨資產現金回報率增長率不低於同行業平均水平。(2) 2024年營業收入同比增長率不低於16%，且不低于同行業平均水平。(3) 以2021年轉型創新類收入為基數，2024年轉型創新業務類收入增長率不低於400%。(4) 2024年研發投入佔營業收入的比重不低於3.05%。
Second period for lifting restriction on selling  第二個解除限售期	(1) In 2025, the company's cash return rate from net assets will not be less than 9.30%, and based on the company's cash return rate from net assets in 2021, the growth rate of cash return rate from net assets in 2025 will not be lower than the average level of the industry. (2) In 2025, the year-on-year growth rate of operating revenue is not less than 16%, and not lower than the average level of the industry. (3) Based on the revenue of transformation and innovation projects in 2021, the revenue growth rate of transformation and innovation business projects in 2025 will not be less than 450%. (4) The proportion of R&D investment in operating revenue in 2025 shall not be less than 3.10%. (1) 2025年公司淨資產現金回報率不低於9.30%，且以2021年公司淨資產現金回報率為基數，2025年淨資產現金回報率增長率不低於同行業平均水平。(2) 2025年營業收入同比增長率不低於16%，且不低于同行業平均水平。(3) 以2021年轉型創新類收入為基數，2025年轉型創新業務類收入增長率不低於450%。(4) 2025年研發投入佔營業收入的比重不低於3.10%。
Third period for lifting restriction on selling  第三個解除限售期	(1) In 2026, the company's cash return rate from net assets will not be less than 10.63%, and based on the company's cash return rate from net assets in 2021, the growth rate of cash return rate from net assets in 2026 will not be lower than the average level of the industry. (2) The year-on-year growth rate of operating revenue in 2026 is not less than 16%, and not lower than the average level of the industry. (3) Based on the revenue of transformation and innovation projects in 2021, the revenue growth rate of transformation and innovation business projects in 2026 will not be less than 500%. (4) The proportion of R&D investment in operating revenue in 2026 shall not be less than 3.15%. (1) 2026年公司淨資產現金回報率不低於10.63%，且以2021年公司淨資產現金回報率為基數，2026年淨資產現金回報率增長率不低於同行業平均水平。(2) 2026年營業收入同比增長率不低於16%，且不低于同行業平均水平。(3) 以2021年轉型創新類收入為基數，2026年轉型創新業務類收入增長率不低於500%。(4) 2026年研發投入佔營業收入的比重不低於3.15%。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XIII. Share-based payment (Continued)

#### (1) General situation of share-based payment

##### (Continued)

Selected appraisal criteria for granting and lifting restriction on selling for enterprises:

This time, the company selects all listed companies under the CSRC industry “CSRC Manufacturing – CSRC special equipment manufacturing” classification. During the effective period of this plan, if the company has major asset reorganization, the corresponding performance indicators shall be adjusted by the Board of Directors of the company according to the approval opinions of controlling shareholders and state-owned assets supervision and administration commission of people’s government of Beijing.

Individual assessment of incentive objects:

According to the “Performance Management Regulations” formulated by the company and various internal assessment systems of the company, the incentive object is assessed annually, and the lifting restriction on selling of the incentive object in the current year is determined according to the assessment and evaluation results.

In the case that the assessment conditions of lifting restriction on selling at the company level meet the standard, the actual unlock quota of the incentive object individual in the year = unlock percent \* the planned unlock quota of the individual in the year.

Individual unlock percent is determined by appraisal results of individual performance. Different performance appraisal results correspond to different unlock percent.

Scores of individual performance	個人績效考核分值	above 85 points 85分及以上	75 points-84 points 75分-84分	70 points-74 points 70分-74分	below 70 points 70分以下
Unlock percent	解鎖比例	100.00%	80.00%	60.00%	0.00%

Note: The party building assessment is a veto indicator, if the party building assessment is not qualified, the incentive object cannot be unlocked.

Restricted shares that fail to be lifted in whole or in part due to the performance assessment at the company level or the assessment at the individual level, shall not be lifted or deferred to the next period, and shall be repurchased by the company according to the lower value of the grant price and the market price at the time of repurchase. “Market price at Repurchase” means the closing price of the Company’s stock on the trading day prior to the date when the Company’s Board of Directors considered repurchasing the restricted stock from the incentive objects.

### 十三、股份支付(續)

#### (一) 股份支付總體情況(續)

授予、解除限售考核對標企業的選取：

本次選取證監會行業「CSRC製造業-CSRC專用設備製造業」分類下所有上市公司。在本計劃有效期內，如果公司發生重大資產重組，需根據控股股東和北京市國資委審批意見，由公司董事會對相應業績指標調整。

激勵對象個人層面考核：

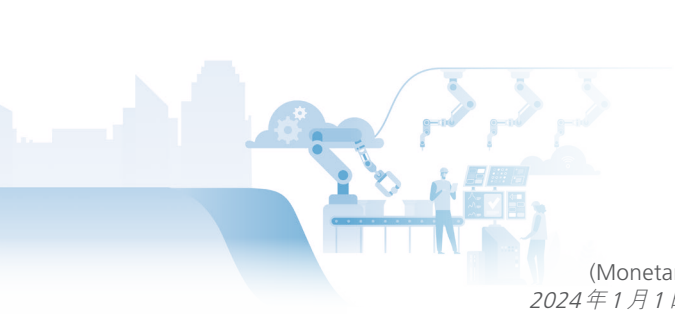
根據公司制定的《績效管理規定》和公司內部各類考核制度對激勵對象分年度進行考核，根據考核評價結果確定激勵對象當年度的解除限售額度。

在公司層面解除限售考核條件達標的情況下，激勵對象個人當年實際解鎖額度=解鎖比例×個人當年計劃解鎖額度。

個人解鎖比例視個人績效考核結果確定。不同的績效考核結果對應不同的解鎖比例。

註：黨建考核為否決指標，如果黨建考核不合格，激勵對象不得解鎖。

因公司層面業績考核不達標或個人層面考核導致激勵對象當期全部或部分未能解除限售的限制性股票，不得解除限售或遞延至下期解除限售，由公司按照授予價格與回購時市價孰低值回購處理。「回購時市價」是指自公司董事會審議回購該激勵對象限制性股票前一個交易日的公司股票收盤價。



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XIII. Share-based payment (Continued)

#### (2) Equity-settled share-based payments

### 十三、股份支付(續)

#### (二) 以權益結算的股份支付情況

Item 項目	Current period 本期
Methods for determining the fair value of equity instruments on the grant date 授予日權益工具公允價值的確定方法	Confirmed by deducting the price of granted restricted stock from the closing price of restricted stock on the grant date. 採用授予日限制性股票的收盤價格減去限制性股票授予價格計算確定。
Significant parameters of fair value of equity instruments on the grant date 授予日權益工具公允價值的重要參數	Share price
Basis for determining the number of equity instruments expected to vest 可行權權益工具數量的確定依據	股價
Reasons for material differences between the current estimate and the previous estimate 本期估計與上期估計有重大差異的原因	Management's best estimate 管理層的最佳估計數
Accumulated amount in capital reserve for equity-settled share-based payments 以權益結算的股份支付計入資本公積的累計金額	None 無
	10,013,516.43

#### (3) Fee paid for share-based payment in current period

#### (三) 本期股份支付費用

Category of granted objects 授予對象類別	Equity-settled share-based payments 以權益結算的股份支付費用	Cash-settled share-based payments 以現金結算的股份支付費用
Managerial personnel 管理人員	6,935,837.73	—
Production personnel 生產人員	560,024.81	—
Sales staff 銷售人員	925,093.50	—
R&d personnel 研發人員	428,761.88	—
Total 合計	8,849,717.92	—

### XIV. Commitments and contingencies

#### (1) Significant commitments

Up to December 31, 2024, the Group has no significant commitments.

#### (2) Contingencies

Up to December 31, 2024, the Group has no significant contingencies.

### 十四、承諾及或有事項

#### (一) 重要承諾事項

截至2024年12月31日,本集團無重大承諾事項。

#### (二) 或有事項

截至2024年12月31日,本集團無重大或有事項。

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XV. Events after the balance sheet date

#### (1) Significant unadjusted events

None.

#### (2) Distribution of profits

None.

#### (3) Return of selling

None.

#### (4) Other events after the balance sheet date

None.

### 十五、資產負債表日後事項

#### (一) 重要的非調整事項

無。

#### (二) 利潤分配情況

無。

#### (三) 銷售退回情況

無。

#### (四) 其他資產負債表日後事項說明

無。

### XVI. Other significant matters

#### (1) Debt restructuring

Disclosure about debtors

### 十六、其他重要事項

#### (一) 債務重組

債務人披露情況

Debt restructuring method	債務重組方式	Book value of debt 債務賬面價值	Income from debt restructuring 債務重組利得金額	Increase in owner's equity, such as capital stock 股本等所有者權益增加金額
Liquidating liabilities with cash lower than book value of liabilities	以低於債務賬面價值的現金清償債務	37,054,503.95	11,007,756.35	—

(2) Apart from aforementioned events, the Group has no other significant matters up to the audit reporting date.

(二) 除上述事項外，截至審計報告日，本集團無其他重要事項。

### XVII. Notes on major items of the parent company's financial statements

#### (1) Accounts receivable

##### 1. Accounts receivable presented by aging

### 十七、母公司財務報表主要項目註釋

#### (一) 應收賬款

##### 1. 應收賬款按賬齡列示

Aging	賬齡	Ending book balance 期末餘額	Beginning book balance 期初餘額
Within 1 year (including one year)	1年以內(含1年)	29,842,710.00	88,491,300.00
1-2 years (including 2 years)	1-2年(含2年)	5,524,200.00	21,258,220.00
2-3 years	2-3年	4,681,960.00	
Subtotal	小計	40,048,870.00	109,749,520.00
Less: bad debt reserves	減：壞賬準備	2,254,589.66	5,232,057.13
Total	合計	37,794,280.34	104,517,462.87



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

### 十七、母公司財務報表主要項目註釋

#### (1) Accounts receivable

(續)

#### (一) 應收賬款

2. Accounts receivable are classified and listed by the provision method for bad debts

2. 應收賬款按壞賬計提方法分類列示

Category	類別	Book balance 賬面餘額		Ending balance 期末餘額		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision percent (%) 計提比例(%)	
Provision for bad debt by portfolio	按組合計提壞賬準備	40,048,870.00	100.00	2,254,589.66	5.63	37,794,280.34
In which: aging portfolio	其中：賬齡組合	40,048,870.00	100.00	2,254,589.66	5.63	37,794,280.34
<b>Total</b>	<b>合計</b>	<b>40,048,870.00</b>	<b>100.00</b>	<b>2,254,589.66</b>	<b>5.63</b>	<b>37,794,280.34</b>

(continued table)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 期初餘額		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision percent (%) 計提比例(%)	
Provision for bad debt by portfolio	按組合計提壞賬準備	109,749,520.00	100.00	5,232,057.13	4.77	104,517,462.87
In which: aging portfolio	其中：賬齡組合	109,749,520.00	100.00	5,232,057.13	4.77	104,517,462.87
<b>Total</b>	<b>合計</b>	<b>109,749,520.00</b>	<b>100.00</b>	<b>5,232,057.13</b>	<b>4.77</b>	<b>104,517,462.87</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

#### (1) Accounts receivable (Continued)

2. **Accounts receivable are classified and listed by the provision method for bad debts (Continued)**  
Provision for bad debt of accounts receivable by aging portfolio

Aging	賬齡	Ending balance		
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	Provision percent (%) 計提比例 (%)
Within 1 year (including 1 year)	1年以內(含1年)	29,842,710.00	677,429.52	2.27
1-2 years (including 2 years)	1-2年(含2年)	5,524,200.00	456,298.92	8.26
2-3 years	2-3年	4,681,960.00	1,120,861.22	23.94
<b>Total</b>	<b>合計</b>	<b>40,048,870.00</b>	<b>2,254,589.66</b>	<b>5.63</b>

3. **Provision, recovery or reversal of bad debt reserves in current period**

Category	類別	Changed amount in current period					Ending balance 期末餘額
		Beginning balance 期初餘額	Provision 計提	Recovery or reversal 收回或轉回	Written-off or offsetting 轉銷或核銷	Other 其他	
Bad debt reserves for accounts receivable	應收賬款壞賬準備	5,232,057.13	0.00	2,977,467.47	0.00	0.00	2,254,589.66
<b>Total</b>	<b>合計</b>	<b>5,232,057.13</b>	<b>0.00</b>	<b>2,977,467.47</b>	<b>0.00</b>	<b>0.00</b>	<b>2,254,589.66</b>

4. **Accounts receivable and contract assets with top five ending balance classified by debtors**

Name of entities	單位名稱	Ending balance of accounts receivable 應收賬款期末餘額	Ending balance of contract assets 合同資產期末餘額	Ending balance of accounts receivable and contract assets 應收賬款和合同資產期末餘額	Percent in aggregate ending balance of accounts receivable and contract assets (%) 佔應收賬款和合同資產期末餘額合計數的比例(%)	Ending balance of bad debt reserves 壞賬準備期末餘額
		應收賬款期末餘額	合同資產期末餘額	應收賬款和合同資產期末餘額	佔應收賬款和合同資產期末餘額合計數的比例(%)	壞賬準備期末餘額
Qingdao Haier Refrigeration Electric Appliance Co., LTD	青島海爾製冷電器有限公司	19,916,700.00	10,346,000.00	30,262,700.00	57.83	686,963.29
Qingdao Haier Water Ecology Technology Co., LTD	青島海爾水生態科技有限公司	4,073,610.00	1,357,870.00	5,431,480.00	10.38	123,294.60
Qingdao Haier HVAC Equipment Co., LTD	青島海爾暖通空調設備有限公司	3,659,000.00	150,000.00	3,809,000.00	7.28	278,683.40
Chongqing Haier Water Heater Co., LTD	重慶海爾熱水器有限公司	3,496,040.00		3,496,040.00	6.68	656,631.98
Qingdao Haier Intelligent Electric Appliance Co., LTD	青島海爾智慧電器設備有限公司	2,091,000.00	125,000.00	2,216,000.00	4.23	50,303.20
<b>Total</b>	<b>合計</b>	<b>33,236,350.00</b>	<b>11,978,870.00</b>	<b>45,215,220.00</b>	<b>86.40</b>	<b>1,795,876.47</b>

### 十七、母公司財務報表主要項目註釋

(續)

#### (一) 應收賬款(續)

2. 應收賬款按壞賬計提方法分類列示(續)  
按賬齡組合計提應收賬款壞賬準備

3. 本期應收賬款壞賬準備情況

4. 按欠款方歸集的期末餘額前五名的應收賬款和合同資產情況

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

### 十七、母公司財務報表主要項目註釋

#### (2) Other receivables

#### (二) 其他應收款

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Interest receivable	應收利息	47,413,555.08	44,627,055.08
Dividends receivable	應收股利	369,168,091.80	366,640,869.84
Other receivables	其他應收款		
<b>Total</b>	<b>合計</b>	<b>416,581,646.88</b>	<b>411,267,924.92</b>

#### 1. Interest receivable (1) Classification of interest receivable

#### 1. 應收利息 (1) 應收利息分類

Item	項目	Ending balance 期末餘額	Beginning balance 期初餘額
Interest of loans among related companies	關聯公司間的往來借款利息	47,413,555.08	44,627,055.08

#### (2) Provision of bad debt reserves for interest receivable

Interest receivable in the current period is interest on loans among related parties within the scope of consolidation, no credit impairment has occurred, and no provision has been made for bad debts.

#### (2) 應收利息壞賬準備計提情況

本期應收利息為合併範圍內關聯方借款利息，未發生信用減值，未計提壞賬準備。

#### 2. Other receivables (1) Other receivables classified by nature of funds

#### 2. 其他應收款 (1) 其他應收款按款項性質分類

Nature of funds	款項性質	Ending book balance 期末賬面餘額	Beginning book balance 期初賬面餘額
Loans from related parties	關聯借款	365,000,000.00	365,000,000.00
Security deposit	保證金		507,513.88
Pre-paid fee	代墊費用	168,091.80	139,946.04
Current money between related parties	關聯往來	4,000,000.00	1,000,000.00
<b>Total</b>	<b>合計</b>	<b>369,168,091.80</b>	<b>366,647,459.92</b>

#### (2) Other receivables presented by aging

#### (2) 其他應收款按賬齡列示

Aging	賬齡	Ending book balance 期末餘額	Beginning book balance 期初餘額
Within 1 year (including 1 year)	1年以內(含1年)	3,029,979.72	26,457,018.96
1-2 years	1-2年	26,055,185.00	190,440.96
2-3 years	2-3年	82,927.08	0.00
Over 5 years	5年以上	340,000,000.00	340,000,000.00
<b>Total</b>	<b>合計</b>	<b>369,168,091.80</b>	<b>366,647,459.92</b>

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

#### (2) Other receivables (Continued)

2. Other receivables (Continued)  
(3) Other receivables classified and presented by provision methods for bad debt

Category	類別	Book balance 賬面餘額		Ending balance 期末餘額		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision percent (%) 計提比例(%)	
Provision for bad debt by portfolio	按組合計提壞賬準備	369,168,091.80	100.00		0.00	369,168,091.80
Among them: aging portfolio	其中：賬齡組合					502,757.76
Related parties portfolio within consolidation scope	合併範圍內關聯方組合	369,168,091.80	100.00		0.00	369,168,091.80
<b>Total</b>	<b>合計</b>	<b>369,168,091.80</b>	<b>100.00</b>		<b>0.00</b>	<b>369,168,091.80</b>

(continued table)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 期初餘額		Book value 賬面價值
		Amount 金額	Percent (%) 比例(%)	Amount 金額	Provision percent (%) 計提比例(%)	
Provision for bad debt by portfolio	按組合計提壞賬準備	366,647,459.92	100.00	6,590.08	0.01	366,640,869.84
Among them: aging portfolio	其中：賬齡組合	509,347.84	0.14	6,590.08	1.29	502,757.76
Related parties portfolio within consolidation scope	合併範圍內關聯方組合	366,138,112.08	99.86	0.00	0.00	366,138,112.08
<b>Total</b>	<b>合計</b>	<b>366,647,459.92</b>	<b>100.00</b>	<b>6,590.08</b>	<b>0.01</b>	<b>366,640,869.84</b>

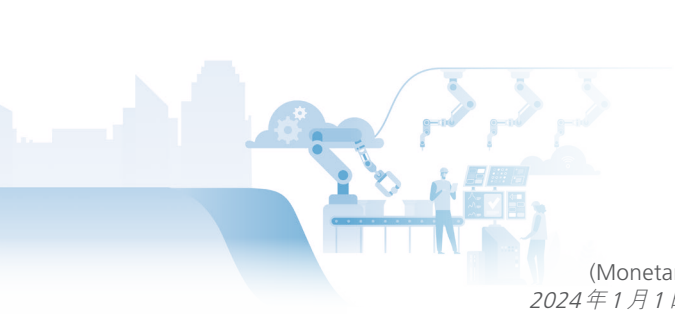
Provision for bad debt of other receivables by portfolio

其他應收款按組合計提壞賬準備

- 1) Related parties portfolio

- 1) 關聯方組合

Aging	賬齡	Ending balance 期末餘額		Provision percent (%) 計提比例(%)
		Book balance 賬面餘額	Bad debt reserves 壞賬準備	
Within 1 year	1年以內	3,029,979.72		
1-2 years	1年-2年	26,055,185.00		
2-3 years	2年-3年	82,927.08		
More than 5 years	5年以上	340,000,000.00		
<b>Total</b>	<b>合計</b>	<b>369,168,091.80</b>		



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

#### (2) Other receivables (Continued)

##### 2. Other receivables (Continued)

##### (4) Provision for bad debt reserves by the expected credit loss model for other receivables

Bad debt reserves	壞賬準備	Stage one 第一階段	Stage two 第二階段	Stage three 第三階段	Total 合計
		Expected credit losses for the next 12 months 未來12個月預期信用損失	Expected credit losses for all existing period (no credit impairments occur) 整個存續期預期信用損失(未發生信用減值)	Expected credit losses for all existing period (credit impairments have occurred) 整個存續期預期信用損失(已發生信用減值)	
Balance on January 1, 2024	2024年1月1日餘額	0.00	6,590.08	0.00	6,590.08
Book balance of other receivables in current period on January 1, 2024	2024年1月1日其他應收款賬面餘額在本期	-	-	-	-
- Transferring into stage two	- 轉入第二階段	0.00	0.00	0.00	0.00
- Transferring into stage three	- 轉入第三階段	0.00	0.00	0.00	0.00
- Reversal to stage two	- 轉回第二階段	0.00	0.00	0.00	0.00
- Reversal to stage one	- 轉回第一階段	0.00	0.00	0.00	0.00
Provision in current period	本期計提	0.00	0.00	0.00	0.00
Reversal in current period	本期轉回	0.00	6,590.08	0.00	6,590.08
Written off in current period	本期核銷	0.00	0.00	0.00	0.00
Offsetting in current period	本期核銷	0.00	0.00	0.00	0.00
Other changes	其他變動	0.00	0.00	0.00	0.00
Balance on December 31, 2024	2024年12月31日餘額	0.00	0.00	0.00	0.00

##### (5) Provision, recovery or reversal of bad debts for other receivables in current period

##### (5) 其他應收款本期計提、收回或轉回的壞賬準備情況

Category	類別	Changes in current period 本期變動金額					Ending balance 期末餘額
		Beginning balance 期初餘額	Provision 計提	Recovery or reversal 收回或轉回	Written-off or offsetting 轉銷或核銷	Other 其他	
Bad debt reserves for other receivables	其他應收款壞賬準備	6,590.08	0.00	6,590.08	0.00	0.00	0.00
Total	合計	6,590.08	0.00	6,590.08	0.00	0.00	0.00

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

#### (2) Other receivables (Continued)

##### 2. Other receivables (Continued)

(6) There are no other receivables actually written-off in current period.

(7) Other receivables classified by debtors

Name of entities	Nature of funds	Ending book balance	Aging	Percent in total ending book balance of other receivables (%) 佔其他應收款期末餘額合計數的比例(%)	Ending balance of bad debt reserves 壞賬準備期末餘額
單位名稱	款項性質	期末餘額	賬齡		
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Lending and borrowing.etc 資金拆借等	365,000,000.00	More than 5 years 5年以上	98.87	0.00
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Current money 往來款	4,000,000.00	Within 2 years 2年以內	1.08	0.00
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋青數聯智能有限公司	Pre-paid fee 預付款	168,091.80	Within 3 years 3年以內	0.05	0.00
<b>Total</b> <b>合計</b>	—	<b>369,168,091.80</b>	—	<b>100.00</b>	<b>0.00</b>

(8) No amounts included in other receivables in current period due to centralized management of funds.

(9) No employee loans receivable at the end of current period.

#### (3) Long-term equity investments

##### 1. Classification of long-term equity investments

Item	項目	Ending balance 期末餘額			Beginning balance 期初餘額		
		Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值	Book balance 賬面餘額	Impairment reserves 減值準備	Book value 賬面價值
Investment in subsidiaries Investment in associates or joint ventures	對子公司投資 對聯營、合營企業投資	1,600,273,940.36	0.00	1,600,273,940.36	1,400,273,940.36	0.00	1,400,273,940.36
		0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>合計</b>	<b>1,600,273,940.36</b>	<b>0.00</b>	<b>1,600,273,940.36</b>	<b>1,400,273,940.36</b>	<b>0.00</b>	<b>1,400,273,940.36</b>

### 十七、母公司財務報表主要項目註釋

#### (二) 其他應收款(續)

##### 2. 其他應收款(續)

(6) 本期無實際核銷的其他應收款。

(7) 按欠款方歸集的其他應收款情況

Percent in total ending book balance of other receivables (%) 佔其他應收款期末餘額合計數的比例(%)	Ending balance of bad debt reserves 壞賬準備期末餘額
98.87	0.00
1.08	0.00
0.05	0.00
<b>100.00</b>	<b>0.00</b>

(8) 本期無因資金集中管理而列報於其他應收款的款項。

(9) 本期末無應收員工借款。

#### (三) 長期股權投資

##### 1. 長期股權投資分類



# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2024年1月1日至2024年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

### XVII. Notes on major items of the parent company's financial statements (Continued)

### 十七、母公司財務報表主要項目註釋(續)

#### (3) Long-term equity investments (Continued)

#### (三) 長期股權投資(續)

##### 2. Investment in subsidiaries

##### 2. 對子公司投資

Invested entities	被投資單位	Beginning balance (Book balance) 期初餘額 (賬面價值)	Beginning balance of impairment reserves 減值準備 期初餘額	Increase and decrease in current period 本期增減變動			Other	Ending balance (Book balance) 期末餘額 (賬面價值)	Ending balance of impairment reserves 減值準備 期末餘額
				Added investments 追加投資	Reduced investments 減少投資	Provision for impairment reserves 計提減值準備			
Beijing Tianhai Industrial Co., LTD	北京天海工業有限公司	907,846,112.26	0.00	200,000,000.00	0.00	0.00	0.00	1,107,846,112.26	0.00
Jingcheng Holding(Hong Kong) Co., LTD	京城控股(香港)有限公司	142,044,028.10	0.00	0.00	0.00	0.00	0.00	142,044,028.10	0.00
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	338,681,900.00	0.00	0.00	0.00	0.00	0.00	338,681,900.00	0.00
Beijing Tianhai Cryogenic Equipment Co., Ltd.	北京天海低溫設備有限公司	1,890,700.00	0.00	0.00	0.00	0.00	0.00	1,890,700.00	0.00
Kuancheng Tianhai Pressure Container Co., Ltd.	寬城天海壓力容器有限公司	766,500.00	0.00	0.00	0.00	0.00	0.00	766,500.00	0.00
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.	北京明暉天海氣體儲運裝備銷售有限公司	1,481,900.00	0.00	0.00	0.00	0.00	0.00	1,481,900.00	0.00
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd.	北京天海氫能裝備有限公司	3,781,400.00	0.00	0.00	0.00	0.00	0.00	3,781,400.00	0.00
Shanghai Tianhai Composite Cylinders Co., Ltd.	上海天海復合氣瓶有限公司	1,073,100.00	0.00	0.00	0.00	0.00	0.00	1,073,100.00	0.00
Tianjin Tianhai High Pressure Container Co., Ltd.	天津天海高壓容器有限公司	2,350,600.00	0.00	0.00	0.00	0.00	0.00	2,350,600.00	0.00
BTIC America Corporation	天海美洲公司	357,700.00	0.00	0.00	0.00	0.00	0.00	357,700.00	0.00
<b>Total</b>	<b>合計</b>	<b>1,400,273,940.36</b>	<b>0.00</b>	<b>200,000,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,600,273,940.36</b>	<b>0.00</b>

#### (4) Operating revenue and operating costs

#### (四) 營業收入、營業成本

Item	項目	Amount occurs in current period 本期發生額		Amount occur in previous period 上期發生額	
		Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Main business	主營業務	3,917,256.80		4,742,489.73	
Other business	其他業務				
<b>Total</b>	<b>合計</b>	<b>3,917,256.80</b>		<b>4,742,489.73</b>	

# Notes to the Financial Statements

## 財務報表附註

From 1 January 2024 to 31 December 2024  
(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)  
2024年1月1日至2024年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

### XVIII. Supplementary information to the financial statements

#### (1) Non-recurring loss or profit statements in current period

Item	項目	Amount in current period 本期金額	Notes 說明
Loss or profit from disposal of non-current assets	非流動資產處置損益	171,297.46	V. (51) 五、(五十一)
Government subsidies recorded in current loss or profit	計入當期損益的政府補助	4,072,411.03	V. (47) 五、(四十七)
Reversal of impairment reserves whose impairment tests are separately conducted	單獨進行減值測試的減值準備轉回	1,676,183.45	V. (49) 五、(四十九)
Other non-operating revenue and expenditure other than those aforementioned	除上述各項之外的其他營業外收入和支出	-216,414.00	V. (52)(53) 五、(五十二)(五十三)
Loss or profit from debt restructuring	債務重組損益	11,007,756.35	V. (48) 五、(四十八)
Other loss or profit items that meet definition of non-recurring loss or profit	其他符合非經常性損益定義的損益項目	0.00	
Subtotal	小計	16,711,234.29	
Less: Influenced amount of income tax	減：所得稅影響額	83,617.05	
Influenced amount of minority shareholders' equity (after tax)	少數股東權益影響額(稅後)	3,594,083.31	
Total	合計	13,033,533.93	-

#### (2) Profit margin on net assets, and income per share

Pursuant to provisions of China Securities Regulatory Commission's "Rules No. 9 on Information Disclosure and Reporting of Companies Issuing Securities Publicly – Calculation and Disclosure of Profit Margin on Net Assets and Income Per Share (Revised in 2010)", the weighted average profit margin on net assets, primary earnings per share and diluted earnings per share of the Group are as follows:

#### (二) 淨資產收益率及每股收益

按照中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第9號——淨資產收益率和每股收益的計算及披露(2010年修訂)》的規定，本集團加權平均淨資產收益率、基本每股收益和稀釋每股收益如下：

Profit in the reporting period	報告期利潤	Weighted average profit margin on net assets (%) 加權平均淨資產收益率(%)	Income per share(yuan/share) 每股收益(元/股)	
			Primary earnings per share 基本每股收益	Diluted earnings per share 稀釋每股收益
Net profit attributable to common shareholders of the parent company	歸屬於母公司普通股股東的淨利潤	0.70	0.01	0.01
Net profit attributable to common shareholders of the parent company after deducting non-recurring loss or profit	扣除非經常性損益後歸屬於母公司普通股股東的淨利潤	-0.52	-0.01	-0.01

Beijing Jingcheng Machinery Electric Co., LTD  
March 28, 2025

北京京城機電股份有限公司  
二〇二五年三月二十八日



## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

#### I. Responsibility statement and development of internal control system

##### Beijing Jingcheng Machinery Electric Company Limited 2024 Internal Control Evaluation Report

To all Shareholders of Beijing Jingcheng Machinery Electric Company Limited:

According to the provisions of the “Basic Standard for Enterprise Internal Control”, the internal control and its supporting guidance as well as the other the internal control regulation requirements (hereinafter referred to as “Corporate Internal Control Standard System”), combining with the internal control system and evaluation methods of the Company, based on the routine supervision and special supervision over the internal control, we have evaluated the effectiveness of the internal control of the Company as of 31 December 2024 (being the benchmark date of the internal control evaluation report).

##### 1. Important statement

According to the requirements of Corporate Internal Control Standard System, Board of the Company is responsible for establishing, improving and effectively implementing the internal control, evaluating the effectiveness of the internal control and disclosing the internal control evaluation report truly. The supervisory committee shall supervise the internal control established and implemented by the Board. The Management is responsible for organizing and leading the routine operation of the internal control of the Company. The Board, the supervisory committee and the Directors, supervisors and senior management officers of the Company confirm that information contained in this report is true, accurate, and complete without any false and misleading statements or material omissions, and assume several and joint liability for the above.

The objectives of the Company’s internal control are to reasonably guarantee the authenticity and completeness of information of the compliance, asset security, financial report and relevant information of operation and management of the Company, improve the operating efficiency and results, and promote the realization of development strategies. Owing to the inherent limitations of the internal control, reasonable guarantees shall only be provided for realizing the above objectives. In addition, changes in situation may result in that the internal control becomes inappropriate or the extent to which the compliance with policies and process is lessened. There may be certain risks in presuming the effectiveness of future internal control according to the evaluation results of the internal control.

#### 一、內部控制責任聲明及內部控制制度建設情況

##### 北京京城機電股份有限公司 2024年度內部控制評價報告

北京京城機電股份有限公司全體股東：

根據《企業內部控制基本規範》及其配套指引的規定和其他內部控制監管要求(以下簡稱「企業內部控制規範體系」)，結合本公司(以下簡稱「公司」)內部控制制度和評價辦法，在內部控制日常監督和專項監督的基礎上，我們對公司2024年12月31日(內部控制評價報告基準日)的內部控制有效性進行了評價。

##### 一、重要聲明

按照企業內部控制規範體系的規定，建立健全和有效實施內部控制，評價其有效性，並如實披露內部控制評價報告是公司董事會的責任。監事會對董事會建立和實施內部控制進行監督。經理層負責組織領導企業內部控制的日常運行。公司董事會、監事會及董事、監事、高級管理人員保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對報告內容的真實性、準確性和完整性承擔個別及連帶法律責任。

公司內部控制的目標是合理保證經營管理合法合規、資產安全、財務報告及相關信息真實完整，提高經營效率和效果，促進實現發展戰略。由於內部控制存在的固有局限性，故僅能為實現上述目標提供合理保證。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制評價結果推測未來內部控制的有效性具有一定的風險。

## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告



#### I. Responsibility statement and development of internal control system (Continued)

##### 2. Conclusion of the internal control evaluation

1. Whether there is any material deficiencies in the internal control over financial reporting of the Company, as at the benchmark date of the internal control evaluation report  
☐ Yes ☒ No

2. Results of internal control evaluation over financial reporting  
☒ Effective ☐ Not Effective

According to the recognition of material deficiencies in the internal control over the Company's financial reporting, on the benchmark date of the internal control evaluation report, there are no material deficiencies in the financial reporting. The Board is of the opinion that, the Company has maintained, in all material respects, effective internal control over financial reporting in accordance with the requirements of Corporate Internal Control Standard System and the relevant provisions.

3. Whether material deficiencies in internal control over non-financial reporting had been discovered  
☐ Yes ☒ No

According to the recognition of material deficiencies in the internal control over the Company's non-financial reporting, on the benchmark date of the internal control evaluation report, the Company has not identified any material deficiencies in the internal control over non-financial reporting.

4. The factors affecting the evaluation results of the effectiveness of internal control from the benchmark date to the date of issuing the internal control evaluation report  
☐ Applicable ☒ Not applicable

From the benchmark date of the internal control evaluation report to the date of issuing the internal control evaluation report, there are no factors that may impose any impacts on the result of the effectiveness of the internal control.

5. Whether the auditing opinions on internal control are consistent with the Company's evaluation results of the effectiveness of internal control over financial reporting  
☒ Yes ☐ No

6. Whether the material deficiencies in internal control over non-financial reporting disclosed by the internal control audit report are consistent with those disclosed by the Company's internal control evaluation report  
☒ Yes ☐ No

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 二、內部控制評價結論

1. 公司於內部控制評價報告基準日，是否存在財務報告內部控制重大缺陷  
☐ 是 ☒ 否

2. 財務報告內部控制評價結論

☒ 有效 ☐ 無效

根據公司財務報告內部控制重大缺陷的認定情況，於內部控制評價報告基準日，不存在財務報告內部控制重大缺陷，董事會認為，公司已按照企業內部控制規範體系和相關規定的要求在所有重大方面保持了有效的財務報告內部控制。

3. 是否發現非財務報告內部控制重大缺陷  
☐ 是 ☒ 否

根據公司非財務報告內部控制重大缺陷認定情況，於內部控制評價報告基準日，公司未發現非財務報告內部控制重大缺陷。

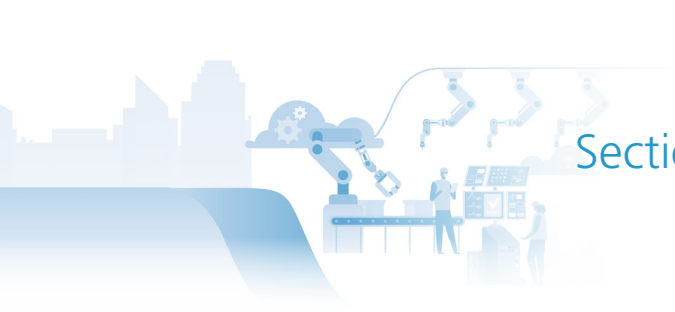
4. 自內部控制評價報告基準日至內部控制評價報告發出日之間影響內部控制有效性評價結論的因素

☐ 適用 ☒ 不適用

自內部控制評價報告基準日至內部控制評價報告發出日之間未發生影響內部控制有效性評價結論的因素。

5. 內部控制審計意見是否與公司對財務報告內部控制有效性的評價結論一致  
☒ 是 ☐ 否

6. 內部控制審計報告對非財務報告內部控制重大缺陷的披露是否與公司內部控制評價報告披露一致  
☒ 是 ☐ 否



Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation

(i) Scope of the internal control evaluation

The Company determines the main units, business and events and high-risk areas that are included in the scope of the internal control evaluation based on the risk-oriented principle.

1. Main entities included in the scope of evaluation include: Beijing Jingcheng Machinery Electric Company Limited's headquarters, Qingdao BYTQ United Digital Intelligence Co., Ltd., Beijing Tianhai Industry Co., Ltd. and its subsidiary companies, include: Beijing Minghui Tianhai Gas Storage and Transportation Equipment Co., Ltd, Beijing Tianhai Cryogenic Equipment Co., Ltd., Kuancheng Tianhai Pressure Containers Co., Ltd., Tianjin Tianhai High Pressure Containers Co., Ltd., Shanghai Tianhai Composite Cylinders Co., Ltd., Beijing Tianhai Hydorogen Energy Equipment Co., Ltd., Jingcheng Holding (Hong Kong) Co., Ltd., BTIC America Corporation and Beijing Jingcheng Haitong Technology Culture Development Co., Ltd..

2. The proportion of units included in the evaluation scope:

Index 指標	Proportion (%) 佔比(%)
The proportion of the total assets included in the evaluation scope to the consolidated total assets of the Company 納入評價範圍單位的資產總額佔公司合併財務報表資產總額之比	100
The proportion of the operating income included in the evaluation scope to the consolidated total operating income of the Company 納入評價範圍單位的營業收入合計佔公司合併財務報表營業收入總額之比	100

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情况

(一) 內部控制評價範圍

公司按照風險導向原則確定納入評價範圍的主要單位、業務和事項以及高風險領域。

1. 納入評價範圍的主要單位包括：北京京城機電股份有限公司本部、青島北洋天青數聯智能有限公司、北京天海工業有限公司以及北京天海工業有限公司下屬單位，包括：北京明暉天海氣體儲運裝備銷售有限公司、北京天海低溫設備有限公司、寬城天海壓力容器有限公司、天津天海高壓容器有限責任公司、上海天海複合氣瓶有限公司、北京天海氫能裝備有限公司、京城控股(香港)有限公司、天海美洲公司、北京京城海通科技文化發展有限公司。

2. 納入評價範圍的單位佔比：

## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告



#### I. Responsibility statement and development of internal control system (Continued)

##### 3. Internal control evaluation (Continued)

###### (i) Scope of the internal control evaluation (Continued)

3. Main business and events included in the evaluation scope include:

Organization structure, development strategies, human resources, social responsibilities, fund activities, asset management, procurement business, sales, research and development, legal affairs management, financial reporting, guarantee business, comprehensive budget, contract management, construction projects, production management, tender management, communication of internal information and information systems etc..

Fund activities mainly include financing activities (namely, preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised), investing activities (namely, preparation and approval of investment scheme, formulation and implementation of investment plan, disposal of investment assets), collection, payment and custody of monetary funds (namely, approval, recheck, balance point, bookkeeping, reconciliation, bank account management, bills and seal management), operating of funds (namely, the links in monetary funds, reserves, production funds, new reserves, new monetary fund) and other matters;

Procurement businesses mainly included preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management, etc.;

Asset management mainly included inventories (namely acceptance warehousing, warehousing and deposition, acquiring and sending out, stock-tacking, disposal of inventories and accounting treatment), fixed assets (namely, acceptance, registration, insurance, maintenance, technical improvement, check, mortgage, lease, elimination, sell, lease and accounting treatment), intangible assets (namely, acceptance, use, disposal, accounting treatment) and other matters;

Sales business mainly included sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters.

Research and development mainly included project initialization, R&D process management, conclusion and acceptance, core R&D personnel management, development and protection of results of R&D, evaluation of R&D activities.

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 三、內部控制評價工作情況(續)

###### (一) 內部控制評價範圍(續)

3. 納入評價範圍的主要業務和事項包括：

組織架構、發展戰略、人力資源、社會責任、資金活動、資產管理、採購業務、銷售業務、研究與開發、法律事務管理、財務報告、擔保業務、全面預算、合同管理、工程項目、生產管理、招標管理、內部信息傳遞、信息系統等。

資金活動主要包括籌資活動(即籌資方案的編製及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資)、投資活動(即投資方案編製與審批、制定投資計劃、實施投資方案、投資資產處置)、貨幣資金收付及保管(即審批、覆核、收支點、記賬、對賬、銀行賬戶管理、票據與印章管理)、資金營運(即貨幣資金環節、儲備資金環節、生產資金環節、新的儲備資金環節、新的貨幣資金環節)等事項；

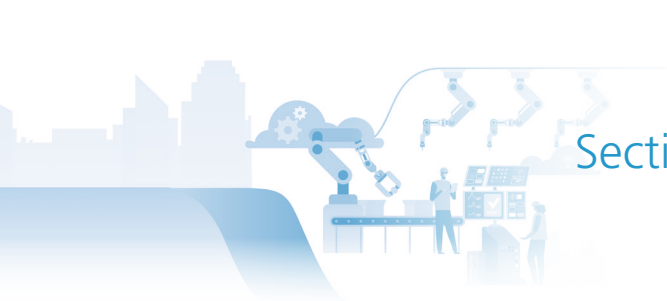
採購業務主要包括編製需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理等事項；

資產管理主要包括存貨(即驗收入庫、倉儲保管、領用發出、盤點清查、存貨處置、賬務處理)、固定資產(即驗收、登記、投保、維護、技改、清查、抵押、租賃、淘汰處置、出售、出租、賬務處理)、無形資產(即驗收、使用、處置、賬務處理)等事項；

銷售業務主要包括銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等等事項。

研究與開發主要包括立項、研發過程管理、結題驗收、核心研發人員的管理、研究成果開發、研究成果保護、研發活動評估等事項。





## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

#### I. Responsibility statement and development of internal control system (Continued)

##### 3. Internal control evaluation (Continued)

###### (i) Scope of the internal control evaluation (Continued)

4. The high-risk areas to which required to pay great attention mainly included:

Preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised under financing activities, and preparation and approval of investment scheme, formulation and implementation of investment plan and disposal of investment assets under investment activities;

Preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management under procurement businesses;

Sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters under sales businesses.

5. Whether there is material omission in the entities, businesses and events and high-risk areas that are included in the above-mentioned evaluation scope cover the main aspects of the Company's operation and management  
☐ Yes ☒ No
6. Is there any statutory exemption  
☐ Yes ☒ No
7. Other explanation  
Nil.

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 三、內部控制評價工作情況(續)

###### (一) 內部控制評價範圍(續)

4. 重點關注的高風險領域主要包括：

資金活動中籌資活動的籌資方案的編製及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資及投資活動中投資方案的編製與審批、制定投資計劃、實施投資方案、投資資產處置；

採購業務中編製需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理等事項；

銷售業務中銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等事項。

5. 上述納入評價範圍的單位、業務和事項以及高風險領域涵蓋了公司經營管理的主要方面，是否存在重大遺漏  
☐ 是 ☒ 否
6. 是否存在法定豁免  
☐ 是 ☒ 否
7. 其他說明事項  
無。

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies

The Company organized and conducted its internal control evaluation in accordance with the Basic Standards for Corporate Internal Control.

##### 1. Is there any adjustment of the specific identification criteria of deficiencies in internal control compared to the criteria last year

☐ Yes ☒ No

In view of the size of the Company, industry characteristics, risk preference and tolerance, the Board, in accordance with the requirements for material, major and general deficiencies as specified in the enterprise internal control standard system, differentiated financial reporting related and non-financial reporting related and formulated specific standards for recognition of deficiencies that is applicable to the Company, which are in consistent with those of past years.

##### 2. Identification standards for deficiencies in internal control over financial reporting

The quantitative standards for identifying deficiencies in internal control over financial reporting by the Company are as follows:

### 一、內部控制責任聲明及內部控制制度建設情況(續)

#### 三、內部控制評價工作情況(續)

##### (二). 內部控制評價工作依據及內部控制缺陷認定標準

公司依據企業內部控制規範體系及，組織開展內部控制評價工作。

##### 1. 內部控制缺陷具體認定標準是否與以前年度存在調整

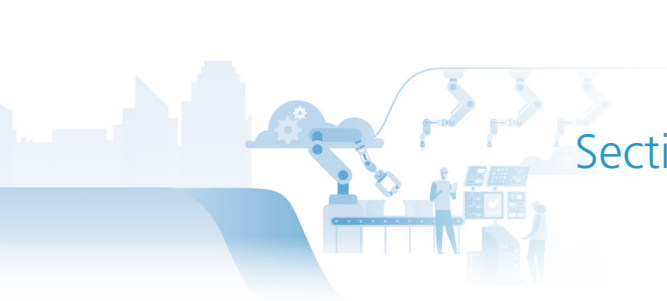
☐ 是 ☒ 否

公司董事會根據企業內部控制規範體系對重大缺陷、重要缺陷和一般缺陷的認定要求，結合公司規模、行業特徵、風險偏好和風險承受度等因素，區分財務報告內部控制和非財務報告內部控制，研究確定了適用於本公司的內部控制缺陷具體認定標準，並與以前年度保持一致。

##### 2. 財務報告內部控制缺陷認定標準

公司確定的財務報告內部控制缺陷評價的定量標準如下：

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Total operating income 營業收入總額	Misstatement $\geq 0.5\%$ of the total operating income 錯報 $\geq$ 營業收入總額 $0.5\%$	$0.2\%$ of the total operating income $\leq$ misstatement $\leq 0.5\%$ of the total operating income 營業收入總額 $0.2\% \leq$ 錯報 $<$ 營業收入總額 $0.5\%$	Misstatement $< 0.2\%$ of the total operating income 錯報 $<$ 營業收入總額 $0.2\%$
Total profit 利潤總額	Misstatement $\geq 5\%$ of the total profit 錯報 $\geq$ 利潤總額 $5\%$	$2\%$ of the total profit $\leq$ misstatement $< 5\%$ of the total profit 利潤總額 $2\% \leq$ 錯報 $<$ 利潤總額 $5\%$	Misstatement $< 2\%$ of the total profit 錯報 $<$ 利潤總額 $2\%$
Total assets 資產總額	Misstatement $\geq 0.5\%$ of the total assets 錯報 $\geq$ 資產總額 $0.5\%$	$0.2\%$ of the total assets $\leq$ misstatement $< 0.5\%$ of the total assets 資產總額 $0.2\% \leq$ 錯報 $<$ 資產總額 $0.5\%$	Misstatement $< 0.2\%$ of the total assets 錯報 $<$ 資產總額 $0.2\%$
Total owner's equity 所有者權益總額	Misstatement $\geq 0.5\%$ of the total owner's equity 錯報 $\geq$ 所有者權益總額 $0.5\%$	$0.2\%$ of the total owner's equity $\leq$ misstatement $< 0.5\%$ of the total owner's equity 所有者權益總額 $0.2\% \leq$ 錯報 $<$ 所有者權益總額 $0.5\%$	Misstatement $< 0.2\%$ of the total owner's equity 錯報 $<$ 所有者權益總額 $0.2\%$
Remarks:	說明：		
Nil.	無。		



## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

#### I. Responsibility statement and development of internal control system (Continued)

##### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

##### 2. Identification standards for deficiencies in internal control over financial reporting (Continued)

Qualitative standards for evaluation of financial reporting related internal control deficiencies defined by the Company are as follows:

##### Magnitude of Deficiency 缺陷性質

##### Qualitative standards 定性標準

Material deficiencies  
重大缺陷

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the material misstatement in the financial reporting on a timely basis.  
單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中的重大錯報。

In case of the occurrence of the following situations, material deficiencies are recognised: A. Ineffective control environment; B. The misconduct committed by directors, supervisors and members of senior management officers; C. The external audit identifies material misstatement in the current financial report which has not been identified by the Company during its operation; D. Material deficiencies identified and reported to the management have not been rectified after a reasonable period of time; E. The supervision of the Company's audit committee and department of audit and legal affairs over the internal control is proved to be ineffective; F. Other deficiencies which may affect the correct judgment of the statement users.

出現下列情形的，認定為重大缺陷：A·控制環境無效；B·董事、監事和高級管理人員舞弊行為；C·外部審計發現當期財務報告存在重大錯報，公司在運行過程中未能發現該錯報；D·已經發現並報告給管理層的重大缺陷在合理的時間後未加以改正；E·公司審計委員會和審計部對內部控制的監督無效；F·其他可能影響報表使用者正確判斷的缺陷。

Major deficiencies

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the misstatement in the financial reporting on a timely basis, which does not reach or exceed the level of importance but is still worth the attention of the management.

重要缺陷

單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中雖然未達到和超過重要性水平，但仍應引起管理層重視的錯報。

General deficiencies  
一般缺陷

Other internal control deficiencies that do not constitute material or major deficiencies.  
不構成重大缺陷或重要缺陷的其他內部控制缺陷。

Remarks:

說明：

Nil.

無。

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 三、內部控制評價工作情況(續)

##### (二) 內部控制評價工作依據及內部控制缺陷認定標準(續)

##### 2. 財務報告內部控制缺陷認定標準(續)

公司確定的財務報告內部控制缺陷評價的定性標準如下：

# Section 13 Internal Control Audit Report

## 第十三節 內部控制審計報告



### I. Responsibility statement and development of internal control system (Continued)

#### 3. Internal control evaluation (Continued)

##### (ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

##### 3. The recognition standards of non-financial reporting related internal control deficiencies

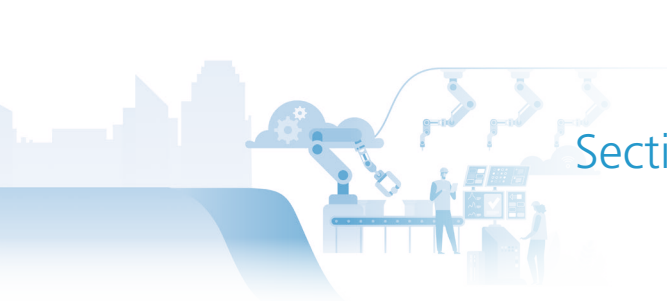
Quantitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Direct property losses amount 直接財產損失金額	More than RMB10 million 1000萬元以上	Between RMB1 million and RMB10 million (RMB10 million inclusive) 100萬元至1000萬元(含1000萬元)	Less than RMB1 million (RMB1 million inclusive) 100萬元(含100萬元)以下
Material adverse effects  重大負面影響	Material adverse effects on the Company and disclosed by way of announcement  對公司造成較大負面影響並以公告形式對外披露	The imposition of punishment by national government authority which does not adversely affect the Company 受到國家政府部門處罰但未對公司造成負面影響	The imposition of punishment by government authority at or below provincial level which does not adversely affect the Company 受到省級(含省級)以下政府部門處罰但未對公司造成負面影響
	Remarks:  Nil.		說明:  無。
	Qualitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:		公司確定的非財務報告內部控制缺陷評價的定性標準如下:

#### Magnitude of Deficiency 缺陷性質

#### Qualitative standards 定性標準

Material deficiencies 重大缺陷	In case of the occurrence of the following situations, material deficiencies are recognised: 出現以下情形的，認定為重大缺陷：  A. Violation of the State's laws, regulations or regulatory documents; A. 違反國家法律、法規或規範性文件；  B. Unscientific material decision-making process; B. 重大決策程序不科學；  C. Lack of systems are likely to result in systemic failures; C. 制度缺失可能導致系統性失效；  D. Material or major deficiencies are not rectified; D. 重大或重要缺陷不能得到整改；  E. Other situations that materially affect the Company. E. 其他對公司影響重大的情形。
Major deficiencies  重要缺陷	Save for above, deficiencies for which the severity and economic consequences are less than material deficiencies but which still shall be taken seriously by the Board and management, shall be regarded as major deficiencies. 除上述情形外，嚴重程度和經濟後果低於重大缺陷但仍應引起董事會和管理層重視的缺陷，應將該缺陷認定為重要缺陷。
General deficiencies 一般缺陷	Other internal control deficiencies that do not constitute material or major deficiencies. 不構成重大缺陷或重要缺陷的其他內部控制缺陷。
	Remarks:  Nil.
	說明:  無。



## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

#### I. Responsibility statement and development of internal control system (Continued)

##### 3. Internal control evaluation (Continued)

###### (iii) Recognition of internal control deficiencies and rectifications

###### 1. Recognition of internal control deficiencies in financial reporting and rectifications

- 1.1 Material deficiencies  
Whether the Company had material deficiencies in internal control over financial reporting during the Reporting Period  
☐ Yes ☒ No
- 1.2 Major deficiencies  
Whether the Company had major deficiencies in internal control over financial reporting during the Reporting Period  
☐ Yes ☒ No
- 1.3 General deficiencies  
During the Reporting Period, the Company had no general deficiencies in the internal control over financial reporting.
- 1.4 After the above rectification, whether the Company had discovered any uncorrected material deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
☐ Yes ☒ No
- 1.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
☐ Yes ☒ No

###### 2. Recognition of internal control deficiencies in non-financial reporting and rectifications

- 2.1 Material deficiencies  
Whether the Company had discovered any material deficiencies in the internal control over non-financial reporting during the Reporting Period  
☐ Yes ☒ No
- 2.2 Major deficiencies  
Whether the Company had discovered any major deficiencies in the internal control over non-financial reporting during the Reporting Period  
☐ Yes ☒ No
- 2.3 General deficiencies  
General deficiencies may exist in daily operation of the internal control procedures. However, as there was a dual supervision system of self evaluation and internal control audit in the internal control of the Company, the risks were under control which had no or less effect on the non-financial reporting matters of the Company, and the Company was able to carry out timely rectifications on general deficiencies with less effect.

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 三、內部控制評價工作情況(續)

###### (三). 內部控制缺陷認定及整改情況

###### 1. 財務報告內部控制缺陷認定及整改情況

- 1.1. 重大缺陷  
報告期內公司是否存在財務報告內部控制重大缺陷  
☐ 是 ☒ 否
- 1.2. 重要缺陷  
報告期內公司是否存在財務報告內部控制重要缺陷  
☐ 是 ☒ 否
- 1.3. 一般缺陷  
報告期內公司未發現財務報告內部控制一般缺陷。
- 1.4. 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重大缺陷  
☐ 是 ☒ 否
- 1.5. 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重要缺陷  
☐ 是 ☒ 否

###### 2. 非財務報告內部控制缺陷認定及整改情況

- 2.1. 重大缺陷  
報告期內公司是否發現非財務報告內部控制重大缺陷  
☐ 是 ☒ 否
- 2.2. 重要缺陷  
報告期內公司是否發現非財務報告內部控制重要缺陷  
☐ 是 ☒ 否
- 2.3. 一般缺陷  
內部控制流程在日常運行中可能存在一般缺陷，但由於公司內部控制設有自我評價和內部審計的雙重監督機制，使風險可控，對公司非財務報告事項不構成影響或影響較小，並對有較小影響的一般缺陷進行及時整改。

## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告



#### I. Responsibility statement and development of internal control system (Continued)

##### 3. Internal control evaluation (Continued)

##### (iii) Recognition of internal control deficiencies and rectifications (Continued)

##### 2. Recognition of internal control deficiencies in non-financial reporting and rectifications (Continued)

2.4 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
☐ Yes ☒ No

2.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report  
☐ Yes ☒ No

##### 4. Explanation on other significant matters concerning internal control

##### 1. Rectification of deficiencies in internal control of last year

☒ Applicable ☐ Not applicable

The Company attached great importance to the rectification of deficiencies in internal control and required active implementation of rectifications. The rectification of general deficiencies in internal control as disclosed in the non-financial reporting in the year of 2023 was completed.

##### 2. Operation of the internal control of the year and improvement directions for next year

☒ Applicable ☐ Not applicable

During the Reporting Period, there was no statement on other important issues on internal control nor other internal control information that was likely to have a significant impact on investors' understanding about the internal control self evaluation report, evaluating the internal control conditions or making investment decisions. After evaluation and tests of the internal control, the design and operation of the internal control system of the Company is reasonable and effective and no material and major deficiencies were identified.

In 2025, the Company will continue to improve the internal control system, standardize the implementation of the internal control system, strengthen the supervision and inspection in internal control, and promote the healthy, stable and long-term development of the Company based on such evaluation.

##### 3. Explanation on other significant matters

☐ Applicable ☒ Not applicable

Chairman (who is authorised by the Board): Li Junjie  
Beijing Jingcheng Machinery Electric Company Limited  
28 March 2025

#### 一、內部控制責任聲明及內部控制制度建設情況(續)

##### 三、內部控制評價工作情況(續)

##### (三). 內部控制缺陷認定及整改情況(續)

##### 2. 非財務報告內部控制缺陷認定及整改情況(續)

2.4. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重大缺陷  
☐ 是 ☒ 否

2.5. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重要缺陷  
☐ 是 ☒ 否

#### 四、其他內部控制相關重大事項說明

##### 1. 上一年度內部控制缺陷整改情況

☒ 適用 ☐ 不適用

公司對內部控制缺陷整改情況高度重視，並要求積極落實整改。2023年度披露的非財務報告內部控制一般缺陷已整改完成。

##### 2. 本年度內部控制運行情況及下一年度改進方向

☒ 適用 ☐ 不適用

報告期內，公司無其他內部控制相關重大事項說明，也不存在其他可能對投資者理解內部控制評價報告、評價內部控制情況或進行投資決策產生重大影響的其他內部控制信息。通過內部控制的評價和測試，公司的內部控制制度設計合理、運行有效，未發現重大缺陷和重要缺陷。

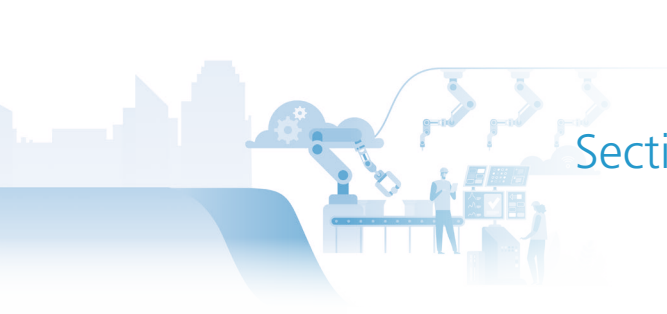
2025年度，公司將在本次評價的基礎上繼續完善內部控制制度，規範內部控制制度執行，強化內部控制監督管理，保持公司健康穩定長遠發展。

##### 3. 其他重大事項說明

☐ 適用 ☒ 不適用

董事長(已經董事會授權)：李俊杰  
北京京城機電股份有限公司  
2025年3月28日





## Section 13 Internal Control Audit Report

### 第十三節 內部控制審計報告

## II. Description of matters regarding the Internal Control Audit Report

### Internal Control Audit Report

DXSZ[2025]No. 1-00207

To all shareholders of Beijing Jingcheng Machinery Electric Company Limited:

We have audited the effectiveness of internal control over financial statements of Beijing Jingcheng Machinery Electric Company Limited ("the Company") on December 31, 2024, in accordance with relevant requirements of Corporate Internal Control Audit Guidelines and practice standards for certified public accountants in China.

### I. Responsibility of the enterprise for internal control

It is responsibility of the board of directors of the enterprise to establish, improve and effectively implement internal control, as well as appraise its effectiveness in accordance with provisions of Basic Norms for Corporate Internal Control, Guidelines for Application of Corporate Internal Control and Guidelines for Evaluation of Corporate Internal Control.

### II. Responsibilities of Certified Public Accountants

Our responsibility is to provide audit opinions on effectiveness of internal control over financial statements, based on our audit work, and to disclose significant deficiencies found out that not belong to internal control in financial statements.

### III. Inherent limitations of internal control

There are inherent limitations in internal control, so the possibility exists that some misstatements are not prevented and found out. Further, internal control may be inappropriate due to variation of situations, or extent of abiding by control policies or procedures diminish, it is predicted that there are some risk on future internal control, based on audit outcomes of internal control.

### IV. Audit opinions on internal control of financial statements

We deem that the Company has made effective internal control in all major facets of financial statements, in accordance with Basic Norms for Corporate Internal Control and other related provisions.

### WUYIGE Certified Public Accountants LLP

大信會計師事務所(特殊普通合夥)

Beijing, China  
中國•北京

28 March 2025  
二〇二五年三月二十八日

## 二、內部控制審計報告的相關情況說明

### 內部控制審計報告

大信審字[2025]第1-00207號

北京京城機電股份有限公司全體股東：

按照《企業內部控制審計指引》及中國註冊會計師執業準則的相關要求，我們審計了北京京城機電股份有限公司（「公司」）截至2024年12月31日的財務報告內部控制的有效性。

### 一、企業對內部控制的責任

按照《企業內部控制基本規範》、《企業內部控制應用指引》、《企業內部控制評價指引》的規定，建立健全和有效實施內部控制，並評價其有效性是企業董事會的責任。

### 二、註冊會計師的責任

我們的責任是在實施審計工作的基礎上，對財務報告內部控制的有效性發表審計意見，並對注意到的非財務報告內部控制的重大缺陷進行披露。

### 三、內部控制的固有局限性

內部控制具有固有局限性，存在不能防止和發現錯報的可能性。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制審計結果推測未來內部控制的有效性具有一定風險。

### 四、財務報告內部控制審計意見

我們認為，公司按照《企業內部控制基本規範》和相關規定在所有重大方面保持了有效的財務報告內部控制。

Certified Public Accountant of China:  
(Project partner) **Han Xueyan**  
中國註冊會計師：  
(項目合夥人) 韓雪艷

Certified Public Accountant of China: **Wang Peng**  
中國註冊會計師：王鵬

## Section 14 Five Years' Financial Summary

### 第十四節 五年業績摘要



The audited consolidated operating results and the audited balance sheet of the Company for each of the five years ended 31 December 2024 were summarized as follows:

本公司截至2024年12月31日止年度前五年每年之審定後綜合經營成果及審定後資產及負債情況匯總如下：

#### I. Operating Results (Prepared under the PRC Accounting Standards)

#### 一、經營結果(根據中國會計準則編製)

		2024 RMB'0,000 人民幣萬元	2023 RMB'0,000 人民幣萬元	2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元
Turnover	營業額	164,886.02	140,549.57	137,226.12	118,266.45	108,829.65
Total profit	利潤總額	3,973.78	-5,337.22	2,177.78	-3,707.70	12,200.12
Income taxes expense	所得稅費用	1,719.26	2,287.98	800.19	415.89	263.68
Net profit attributable to shareholders of the parent company	歸屬於母公司股東的淨利潤	747.70	-5,167.51	1,831.52	-2,328.23	15,643.17
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	855.56	-5,070.95	2,147.41	67,765.56	69,947.26
Minority equity	少數股東權益	1518.35	-2,447.57	-421.21	28,375.64	30,213.23

#### II. Assets and liabilities (Prepared under the PRC Accounting Standards)

#### 二、資產及負債(根據中國會計準則編製)

		2024 RMB'0,000 人民幣萬元	2023 RMB'0,000 人民幣萬元	2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元
Assets	資產					
Current assets	流動資產	147,006.42	127,714.11	106,302.87	70,712.98	85,922.97
Non-current assets	非流動資產	161,654.91	153,520.25	143,297.56	86,131.89	83,620.11
Total assets	總資產	308,661.33	281,234.36	249,600.43	156,844.88	170,543.09
Liabilities	負債					
Current liabilities	流動負債	96,175.27	77,514.30	61,968.50	53,672.97	64,725.54
Non-current liabilities	非流動負債	71,270.34	65,879.37	46,315.85	7,030.70	4,657.05
Total liabilities	總負債	167,445.61	143,393.68	108,284.36	60,703.67	69,382.59
Shareholders' equity	股東權益					
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	108,415.66	106,591.06	107,561.79	67,765.56	69,947.26
Minority equity	少數股東權益	32,800.06	31,249.62	33,754.29	28,375.64	30,213.23
Shareholders' equity	股東權益	141,215.72	137,840.68	141,316.07	96,141.20	100,160.49

Chairman: Li Junjie  
Date of approval for distribution by the Board: 28 March 2025

董事長：李俊杰  
董事會批准報送日期：2025年3月28日

#### Information amendment

☐ Applicable ☒ Not applicable

#### 修訂信息

☐ 適用 ☒ 不適用

